

**AMENDED AND RESTATED BYLAWS OF
VISION SERVICE PLAN INSURANCE COMPANY
A MISSOURI CORPORATION**

ARTICLE I

MEETING OF SHAREHOLDER

Section 1. Annual Meetings. Meetings of the Shareholder for the election of Directors and for the transaction of such other business as properly may come before such meeting shall be held annually following the annual meeting of the Board of Directors of VSP in March.

Section 2. Special Meetings. Special meetings of the Shareholder may be called at any time by the President or a majority of the Board of Directors and shall be called by the President upon written request of the Shareholder of record holding in the aggregate one-half (1/2) or more of the outstanding shares of stock in the Corporation entitled to vote. Such written request shall state the purpose of the meeting and be delivered to the President.

Section 3. Place of Meeting. Annual meetings of the Shareholder shall be held at such place within or without the State of Missouri as shall be provided for in written, printed or published notices by the President. Special meetings of the Shareholder shall be held at such place, within or without the State of Missouri, as shall be specified in the respective notices or waiver of notice.

Section 4. Notice of Meeting. Written or printed notices of each meeting of the Shareholder stating the place, day, and hour of the meeting, and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered or given not less than ten

(10) or more than thirty (30) days before the date of the meeting, either personally or by mail, by or at the direction of the President or the Secretary to the Shareholder of record entitled to vote at such meeting. Such additional notice shall be given as may be required by law. Provided, however, that notices of meetings called to increase the number of authorized shares or the bonded indebtedness of this Corporation shall be published in the manner provided for in such special case by the language of Section 28 of the General and Business Corporation Act of Missouri. Except as otherwise required by statute, notice of any adjourned meeting of the Shareholder shall not be required.

Section 5. Quorum. Except as otherwise provided by statute, the presence at any meeting, in person or by proxy, of the holders of record of a majority of the shares then issued and outstanding and entitled to vote shall be necessary and sufficient to constitute a quorum for the transaction of business. In the absence of a quorum, a majority in interest of the Shareholder entitled to vote, present in person or by proxy, or if no Shareholder entitled to vote is present in person or by proxy, any officer entitled to preside or act as Secretary of such meeting, may adjourn the meeting from time to time for a period not exceeding twenty (20) days in any one case. At any adjourned meeting at which a quorum may be present, any business may be transacted which might have been transacted at a meeting as originally called.

Section 6. Voting. Except as otherwise provided by statute or by the Articles of Incorporation, and subject to the provisions of these Bylaws, each Shareholder shall at every meeting of the Shareholder be entitled to one vote in person or by proxy for each share of the capital stock held by such stockholder.

At all meetings of Shareholder, except as otherwise required by statute, by the Articles of Incorporation, or by these Bylaws, all matters shall be decided by the vote of a majority in interest of the Shareholder entitled to vote, present in person or by proxy.

Section 7. Treasury Stock. Shares of the capital stock of the Corporation belonging to the Corporation shall not be voted directly or indirectly.

Section 8. Proxies. Proxies shall be in writing and signed by the Shareholder executing them. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise specifically provided in the proxy.

ARTICLE II

BOARD OF DIRECTORS

Section 1. General Powers, Number, Term of Office, and Qualifications. The property and business of the Corporation shall be controlled and managed by its Board of Directors. The Board of Directors shall consist of nine (9) members, each of whom shall hold office for the term of one year. At least one Director shall be a bona fide citizen and resident of Missouri. The Directors shall be elected by ballot by the Shareholder at each annual meeting, to hold office until the next annual meeting and until their successors are elected and qualify.

Section 2. Quorum. A quorum at all meetings of the Board of Directors shall consist of a majority of the full Board of Directors.

Section 3. Vacancies. Any vacancy in the Board of Directors caused by resignation or death may be filled by a majority of the remaining Directors at any regular meeting of the Board or at a meeting called for that purpose. Any person so chosen as a Director shall hold office until the next annual meeting of Shareholder or until his or her successor is elected and qualified.

Section 4. Salaries or Other Compensation. No salary shall be paid to Directors for their services to the Corporation as such. Nothing herein contained, however, shall be construed to prohibit or prevent any Director from receiving (1) compensation for his or her services to the Corporation in any capacity other than as a Director, and (2) a Director's fee for attendance at each regular or special meeting of the Board, when such fee has been authorized by the Board.

ARTICLE III

MEETING OF THE BOARD OF DIRECTORS

Section 1. Annual Meetings. The Board of Directors shall meet for the appointment of Officers and for the transaction of any other business as soon as practicable after the adjournment of the annual meeting of the Shareholder, and other regular meetings of the Board shall be held at such times as the Board may, by resolution, from time to time determine. No notice need be given of regular meetings of the Board.

Section 2. Special Meetings. Special meetings of the Board may be called by the President or Secretary or by a majority of the members of the Board upon written or printed notice served personally on each Director, or mailed to his or her address upon the books of the Company.

Section 3. Place of Meetings. Meetings of the Board of Directors, whether annual or special, shall be held at such place within or without the State of Missouri, as shall be provided for in the resolution or notice calling for such meeting.

Section 4. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting shall be the act of the Board of Directors except as may be otherwise specifically provided by statute, by the Articles of Incorporation, or by these Bylaws.

ARTICLE IV

OFFICERS

Section 1. Number. The Officers of the Corporation shall consist of a President, one or more Vice Presidents (one of whom may be designated as the Executive Vice President), a Secretary, and a Treasurer. The Board of Directors may also elect a Chairman of the Board, Assistant Secretaries and Assistant Treasurers. Any two or more offices may be held by the same person, except the offices of President and Vice President and President and Secretary.

Section 2. Election, Term of Office and Qualifications. The Officers designated in Section 1 of this Article shall be chosen by the Board of Directors and shall hold office until their successors are elected and qualify. Failure to elect an Officer annually does not dissolve the Corporation.

Section 3. Removal of Officers. The Board of Directors may at any meeting specifically called for the purpose, by a majority of their number, remove from office any Officer of the Corporation.

Section 4. Vacancies. Vacancies among the Officers arising from any cause shall be filled for the unexpired portion of the term in the manner provided for at meetings held for the election of the Officer to such office.

Section 5. The President. The President shall be the Chief Executive Officer of the Corporation and, subject to the direction and under the supervision of the Board of Directors, shall have general charge of the business affairs and property of the Corporation, and control over its Officers, agents and employees shall preside at all meetings of the Shareholder and of the Board of Directors at which he or she is present, and shall do and perform such other duties

and may exercise such other powers as from time to time may be assigned to him or her by these Bylaws or by the Board of Directors.

Section 6. The Vice President. At the request of the President or in the event of his or her absence or disability, the Executive Vice President, or in the event of the absence or disability of the Executive Vice President, then the person designated as a Second Vice President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. Each Vice President shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Board of Directors.

Section 7. The Secretary. The Secretary shall (a) record all the proceedings of the meeting of the Corporation, Shareholder and Directors in a book to be kept for that purpose; (b) have charge of the stock book or ledger, an original or duplicate of which shall be kept in the office of the Secretary; (c) maintain a complete list of all Shareholders entitled to vote at Shareholder meetings and have said list available for inspection of any Shareholder who may be present at such meetings; (d) act as custodian of the records of the Corporation and the Board of Directors, and of the seal of the Corporation, and see that the seal is affixed to all stock certificates prior to their issuance and to all documents the execution of which on behalf of the Corporation shall have been duly authorized; (e) see that all books, reports, statements, certificates and other documents and records required by law to be kept or filed are properly kept and filed; and (f) in general, perform all duties and have all powers incident to the office of Secretary and perform such other duties and have such other powers as may from time to time be assigned to him or her by these Bylaws and amendments thereto or by the Board of Directors or the President.

Section 8. The Treasurer. The Treasurer shall (a) have supervision of the funds, securities, receipts and disbursements of the Corporation; (b) cause all moneys and other valuable effects of the Corporation to be deposited in its name and to its credit in such depositories as shall be selected by the Board of Directors or pursuant to authority conferred by the Board of Directors; (c) cause to be kept at the accounting office of the Corporation correct books of account, proper vouchers and other papers pertaining to the Corporation's business; (d) render to the President or the Board of Directors, whenever requested, an account of the financial condition of the Corporation and of his or her transactions as Treasurer; and (e) in general, perform all duties and have all powers incident to the office of Treasurer and perform such other duties and have such other powers as from time to time may be assigned to him or her by these bylaws or by the Board of Directors or the President.

Section 9. Salaries. The salaries or other compensation of all Officers shall be fixed by the Board of Directors, and may be changed from time to time by a majority vote of the Board.

ARTICLE V

EXECUTION OF INSTRUMENTS

Section 1. Execution of Instruments Generally. All documents, instruments, or writings of any nature shall be signed, executed, verified, acknowledged and delivered by such Officer or Officers or by such agent or agents of the Corporation and in such manner as the Board of Directors from time to time may determine.

Section 2. Checks, Drafts and Like Instruments. All notes, drafts, acceptances, checks, endorsements, and all evidences of indebtedness of the Corporation whatsoever, shall be

signed by such Officer or Officers or by such agent or agents of the Corporation and in such manner as the Board of Directors from time to time may determine. Endorsements on instruments for deposit to the credit of the Corporation in any of its duly authorized depositories shall be made by rubber stamp of the Corporation or in such other manner as the Board of Directors may from time to time determine.

Section 3. Proxies. Proxies to vote with respect to shares of stock of other corporations that may be owned by or stand in the name of the Corporation may be executed on behalf of the Corporation by the President, Vice President or Secretary, or by any other person or persons authorized so to do by the Board of Directors.

ARTICLE VI

CAPITAL STOCK

Section 1. Certificates of Stock. Certificates of stock shall be in such form as shall, in conformity with law, be prescribed from time to time by the Shareholder or by the Board of Directors. A certificate of stock shall be furnished each Shareholder, signed in the name of the Corporation by the President or Vice President and the Secretary or Assistant Secretary.

Section 2. Transfer of Shares of Stock. Shares shall be transferred only on the books of the Corporation and by assignment to the Corporation by the owner thereof, his, her or its legally constituted attorney-in-fact, or his, her or its legal representatives, upon surrender and cancelling of the certificate or certificates therefor.

Section 3. Lost Certificates. In the event a certificate of stock is lost, the Corporation may issue a new certificate upon there being pledged with it a good and sufficient bond to indemnify the Corporation against the claims of any person in whose hands the certificate may fall.

Section 4. Sale of Stock Returned to Corporation. In the event stock is returned to the Corporation and the owner or his, her or its representative has been paid therefor, the Directors of the Corporation shall be vested with authority to resell the said stock at its par value to such person as may be selected by said Board of Directors.

ARTICLE VII

DIVIDENDS

Dividends shall be declared by action of the Directors of the Corporation at annual or special meetings. Dividends shall be paid in cash, in property or in shares of the capital stock of the Corporation at par. No dividend shall be declared or paid unless the financial condition of the Corporation is such, under the laws of the State of Missouri, as to justify and warrant such action.

ARTICLE VIII

CORPORATE SEAL

The corporate seal of the Corporation shall be in the form of a circle and shall bear the name of the Corporation as well as the words, "Corporate Seal."

ARTICLE IX

FISCAL YEAR

Except as from time to time otherwise provided by the Board of Directors, the fiscal year of the Corporation shall extend from the first day of January until the thirty-first day of December, both dates inclusive.

ARTICLE X

AMENDMENTS

These Bylaws may be altered, amended or repealed by the Board of Directors at any meeting of the Board of Directors called for that purpose or via unanimous written consent.

ARTICLE XI

MISCELLANEOUS

Section 1. Waiver of Notice. Whenever under the provisions of these Bylaws or any of the corporate laws the Shareholder, noteholders or Directors are authorized to hold any meeting after notice or after the lapse of any prescribed period of time, such meeting may be held without notice and without such lapse of time, if a written waiver of such notice to be signed by every person entitled to notice and filed with the Secretary of the Company, whether before or after the time of such meeting, be made.

Section 2. Policies. All policies of insurance to be issued by the Corporation, together with rates and values thereof, shall be filed with the Department of Insurance, State of Missouri, in accordance with law.