

Resolutions of the Stockholders of  
Marchon Eyewear, Inc.

1. Amendment of Bylaws

WHEREAS, Marchon Eyewear, Inc. a New York corporation (the "Corporation"), has entered into a Stock Purchase Agreement (as amended, supplemented and modified from time to time, the "Stock Purchase Agreement") with OSS Holdings, Inc., a Delaware corporation ("OSS"), the stockholders of the Corporation and OSS (the "Sellers"), Vision Service Plan, a California corporation ("VSP") and VSP Holding Company, Inc., a Delaware corporation ("Newco," and together with VSP, the "Purchasers"), pursuant to which the Purchasers shall purchase from the Sellers, and the Sellers shall sell to the Purchasers, all of the issued and outstanding shares of equity securities of the Corporation and OSS; and

WHEREAS, in order to satisfy the terms and conditions of the Stock Purchase Agreement, the Stockholders desire to amend and restate the provision in the Bylaws of the Corporation (the "Bylaws") which sets forth limits on the number of directors constituting the board of directors of the Corporation (the "Board of Directors").

NOW THEREFORE, BE IT:

RESOLVED, that Section 1 of Article III of the Bylaws shall be amended and restated to read in its entirety as follows:

"Section 1. Number. Tenure. The number of directors which shall constitute the entire Board shall be not less than four nor more than nine. Within the limits specified above, the number of directors shall, except as otherwise provided by law or the Certificate of Incorporation, be determined by a resolution adopted by a majority of the entire Board or by the shareholders. Directors shall be at least eighteen years of age, but need not be residents of the State of New York nor shareholders of the Corporation. The directors shall be elected at the annual meeting of the shareholders, and each director elected shall serve until the next succeeding annual meeting and until his or her successor shall have been duly elected and qualified."