

**EYEMART EXPRESS HOLDINGS LLC
UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF MANAGERS**

Dated as of February [16], 2017

THE UNDERSIGNED, being all of the members of the Board of Managers (the "**Board**") of Eyemart Express Holdings LLC, a Delaware limited liability company (the "**Company**"), pursuant to Section 18-404(d) of the Delaware Limited Liability Company Act (the "**Act**") and Section 5.1(l) of the Amended and Restated Limited Liability Company Agreement of the Company, dated as of December 18, 2014 (as amended from time to time, the "**LLC Agreement**"), do hereby consent to and adopt the following resolutions without a meeting, effective as of the date set forth above. Capitalized terms used herein but not herein defined shall have the meanings ascribed to such terms in the LLC Agreement.

WHEREAS, the Members have proposed to amend the LLC Agreement pursuant to the First Amendment thereto, substantially in the form attached hereto as Exhibit A (the "**Amendment**"), to provide the Majority FFL Members the right to designate up to four (4) Managers to the Board.

NOW, THEREFORE, BE IT:

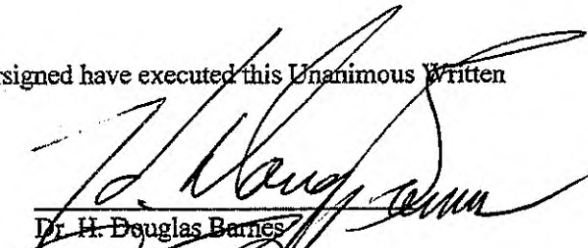
RESOLVED, that the Amendment, substantially in the form attached hereto as Exhibit A, be, and hereby is, authorized, approved, adopted and ratified in all respects; and be it further

RESOLVED, that each of the officers of the Company (the "**Officers**") be, and hereby is, authorized and directed to execute and deliver the Amendment in the name and on behalf of the Company; and be it further


RESOLVED, that any and all actions heretofore or hereafter taken by an Officer of the Company within the terms of the foregoing resolutions be, and hereby are, ratified and confirmed as the act and deed of the Company.

[Signature page follows]

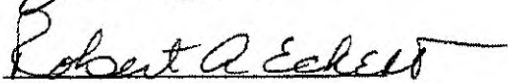
IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent as of the first date written above.



Dr. H. Douglas Barnes



H. Douglas Barnes, Jr.



Robert A. Eckert

Christopher Harris

Aaron Stivers Money

[Unanimous Written Consent of the Board of Managers of Eyemart Express Holdings LLC]

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent as of the first date written above.

Dr. H. Douglas Barnes

H. Douglas Barnes, Jr.

Robert A. Eckert

Chris Harris

Christopher Harris

Aaron Stivers Money

[Unanimous Written Consent of the Board of Managers of Eyemart Express Holdings LLC]

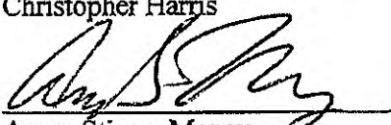
IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent as of the first date written above.

Dr. H. Douglas Barnes

H. Douglas Barnes, Jr.

Robert A. Eckert

Christopher Harris



Aaron Stivers Money

[Unanimous Written Consent of the Board of Managers of Eyemart Express Holdings LLC]

Exhibit A

[First Amendment to Amended and Restated Limited Liability Company Agreement]

**FIRST AMENDMENT TO AMENDED AND RESTATED
LIMITED LIABILITY COMPANY AGREEMENT
OF
EYEMART EXPRESS HOLDINGS LLC**

This FIRST AMENDMENT TO AMENDED AND RESTATED LIMITED LIABILITY COMPANY AGREEMENT of EYEMART EXPRESS HOLDINGS LLC, a Delaware limited liability company (the "Company"), is made as of February [16], 2017 (this "Amendment"), by and among Dr. H. Douglas Barnes, Barnes 2012 Dynasty Trust and FFL/EM Holdings LLC, a Delaware limited liability company (collectively, the "Members"), and the Company. Capitalized terms used in this Amendment shall have the meanings ascribed to them in the Agreement (as defined below).

WHEREAS, the Members and the Company are parties to that certain Amended and Restated Limited Liability Company Agreement of the Company, dated as of December 18, 2014 (the "Agreement"); and

WHEREAS, the Members and the Company desire to amend the Agreement pursuant to Section 12.4 of the Agreement, as set forth in this Amendment.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound hereby, the Parties hereby agree as follows:

1. Amendment to the Agreement. Upon execution and delivery hereof, Section 5.1(a) of the Agreement shall be amended by deleting the first sentence in subclause i thereof and inserting the following in lieu thereof:

"The Majority FFL Members shall have the right to designate up to four (4) Managers (the "FFL Managers")."

2. Election of New Managers. Aaron Stivers Money is resigning as a Manager effective as of the date hereof. Immediately after giving effect to the amendment set forth in Section 1 hereof, in accordance with Section 5.1(e) of the Agreement, the FFL Member designates, and the Members elect, each of Spencer Fleischer and Ian Perlman to serve as a Manager until his successor is duly elected and qualified or until his earlier resignation or removal. As of the date hereof, the FFL Managers are Spencer Fleischer, Robert A. Eckert, Christopher Harris and Ian Perlman and the Barnes Managers are Dr. H. Douglas Barnes and H. Douglas Barnes, Jr.

3. No Other Modification. Except as set forth in this Amendment, the terms of the Agreement shall remain in full force and effect.

4. Governing Law. This Amendment This Agreement shall be governed by and construed in accordance with the internal laws of the State of Delaware applicable to parties residing in the State of Delaware, without regard to applicable principles of conflicts of law.

5. Counterparts. This Amendment may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Counterparts may be delivered via facsimile, electronic mail (including .pdf) or other transmission method and any counterpart so delivered shall be deemed to have been duly and validly delivered and be valid and effective for all purposes.

[Remainder of page left intentionally blank]

IN WITNESS WHEREOF, the undersigned Members and the Company have executed this Amendment as of the date first written above.

Company:


EYEMART EXPRESS HOLDINGS LLC

By: 

Name: Doug Barnes, Jr.

Title: President & CEO

Members:


DR. H. DOUGLAS BARNES

BARNES 2012 DYNASTY TRUST

By: 

Name: Dr. H. Douglas Barnes

Title: Co-Trustee

By: J.P. Morgan Trust Company of Delaware,
Co-Trustee

By: _____

Name:

Title:

FFL/EM HOLDINGS, LLC

By: 

Name: Chris Harris

Title: Partner

[Signature Page to First Amendment to Eyemart Express Holdings LLC A&R LLC Agreement]