

FIRST AMENDMENT TO LEASE

THIS FIRST AMENDMENT TO LEASE is made this 28 day of Feb, 2002, by and between Harson Investments, Ltd., A Florida Limited Partnership (hereinafter called "Lessor"), and Dayton Eye Associates, Inc. (hereinafter called "Lessee").

WHEREAS, Lessor and Lessee entered into a certain Agreement To Lease dated October 31, 2001 (hereinafter called the "Lease"), for offices located at 77 East Woodbury, Dayton, Ohio 45415 (hereinafter "Premises").

WHEREAS, Lessee has a Rent Commencement Date of January 1, 2003 requiring Rent to begin at \$65,920.38 annually and \$5,493.38 monthly.

WHEREAS, Lessee is responsible for construction change orders per Exhibit C of the Lease.

WHEREAS, Lessee and Lessor have agreed to modify the annual Rent to pay for change orders requested by Lessee according to the letter to Dan Mefford dated January 7, 2002.

WHEREAS, The Agreement To Lease has an incorrect Termination Date of December 31, 2013.

NOW, THEREFORE, for and in consideration of the mutual promises, covenants and agreements herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and consented to by Lessee and Lessor, Lessee and Lessor do hereby agree as follows:

1. Lessee's base Rent shall be changed to reflect \$67,513.56 annually and \$5,626.16 per month beginning on the Rent Commencement Date of January 1, 2003 per section 3.2.2 of the Lease.
2. The Term of the Agreement To Lease as described in paragraph 2.1 of the Agreement to Lease shall be hereby amended to reflect a Termination Date of December 31, 2012.
3. Except as herein modified, all of the terms and conditions of the Lease shall remain unchanged and in full force and effect.

4. This Lease Amendment contains two (2) pages.

IN WITNESS WHEREOF, the parties hereto have executed this First Amendment to Lease the day and year first above written.

Witnesses:

Chiffal P. Khan
Lauretta M. Ranly
D. Meppel
D. Lemming

Lessor: Harson Investments, Ltd
By Harson Investments, Inc.
Its sole General Partner

Alex M. Kolodesh
By Alex Kolodesh, Secretary

Lessee: Dayton Eye Associates, Inc.

Richard Liston, President
Richard Liston, President