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STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Sovereign Financial Group, Inc.

DOCUMENT NUMBER: P01000053100

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mitchell T. McRae, Esq.  
(Name of Contact Person)

McRae Law Firm, P.A.  
(Firm/ Company)

6274 Linton Boulevard, Suite 100  
(Address)

Delray Beach, Florida 33484  
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

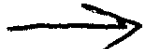
Mitchell T. McRae, Esq. at ( 561 ) 638-6600  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

VIA UPS OVERNIGHT  
↓

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314



**Street Address**  
Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Articles of Amendment  
to  
Articles of Incorporation  
of

Sovereign Financial Group, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

P01000053100

(Document number of corporation (if known))

04 DEC 13 PM 2:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**NEW CORPORATE NAME (if changing):**

Sovereign Optical Corporation

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")  
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article 2 is amended to read: The Corporation shall not engage in any business activity other than that which is directly related to the operation of a Pearle Vision retail optical or such other business operation as shall be approved in writine by Pearle Vision, Inc.; a new Article 18 is added as follows: The total number of shareholders of this Corporation shall not exceed five (5) individuals; a new Article 19 is added as follows: The Corporation shall neither encumber nor assign nor permit the transfer of any shares in the Corporation without Pearle Vision, Inc.'s prior written consent; and, a new Article 19 is added as follows: The transfer of the stock in this Corporation is subject to the terms and conditions of a Franchise Agreement with Pearle Vision, Inc.

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

N/A

(continued)

The date of each amendment(s) adoption: December 1, 2004

Effective date if applicable: December 1, 2004  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*  
  
"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_"  
(voting group)
- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 1 day of December, 2004.

Sign Here

Signature Elizabeth Eramo  
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Elizabeth Eramo  
(Typed or printed name of person signing)

President  
(Title of person signing)

**FILING FEE: \$35**