

P07000033362

07/14/2010 10:10

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JACOBS AND ASSOCIATE

PAGE 01/07

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
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Fax Number : (850)617-6380

From: Account Name : JACOBS & PETERS, P.A.
Account Number : 119980000094
Phone : (904)261-3693
Fax Number : (904)261-2866

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Email Address: lee@nipthegrip.com

COR AMND/RESTATE/CORRECT OR O/D RESIGN
PRIORITY VISION, INC.

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: PRIORITY VISION, INC.

DOCUMENT NUMBER: P07000033362

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

Please return all correspondence concerning this matter to the following:

Richard J. Scholz

Name of Contact Person

Jacobs Scholz & Associates

Firm/ Company

961687 Gateway Blvd., Ste 201-I

Address

Fernandina Beach, FL 32043

City/ State and Zip Code

lee@nipthegrip.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lee Lewis

Name of Contact Person

at (904)

415-1604
Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

\$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)

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	SEE ATTACHED	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

SEE ATTACHED

F. If an amendment provides for an 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)

SEE ATTACHED

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PRIORITY VISION, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

First: Amendment adopted: Article IV shall be amended to read:

The number of shares the corporation is authorized to issue is: 100,000.

The current outstanding shares will be exchanged for certificates reflecting the company's authorization to issue 100,000 shares. All certificates issued shall have endorsed upon them in boldface type the following legend:

The Shares of stock represented by this certificate are subject to a BUY-SELL AGREEMENT BY AND AMONG PRIORITY VISION, INC. SHAREHOLDERS dated June 30, 2010, a copy of which is on file at the principal office of the corporation, and said shares may not be sold, transferred, assigned, pledged, hypothecated, or otherwise disposed of except in strict accordance with the terms of that AGREEMENT. A copy of the aforesaid AGREEMENT will be furnished without charge to the shareholder upon receipt of the corporation at its principal place of business or registered office of a written request from the holder requesting such a copy.

Second: Amendment adopted: Article VII shall be amended to read:

The officers and directors of the corporation are:

Title: D,P,T
LEE B LEWIS
96093 MARSH LAKES DRIVE
FERNANDINA BEACH, FL. 32034

Title: D,VP,S
MEREDITH L LEWIS
96093 MARSH LAKES DRIVE
FERNANDINA BEACH, FL 32034

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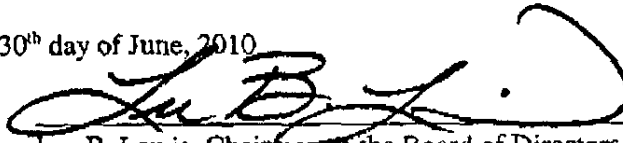
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Title: D,VP
KYLE MORRIS
121 JOHNSTONE DRIVE
MADISON, MS 39110

Third: The amendments were approved by the shareholders. The number of votes cast for the amendments was sufficient for approval.

Signed this 30th day of June, 2010

Signature:



Lee B. Lewis, Chairman of the Board of Directors, Priority Vision, Inc.

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((H10000161277 3))

The date of each amendment(s) adoption: JUNE 30, 2010
(date of adoption is required)

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were adopted 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.

Dated _____

Signature _____
(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)

SEE ATTACHED
(Typed or printed name of person signing)

(Title of person signing)

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