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FILED
00 MAR -1 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 23, 2000

Amendment Filing Section
Division of Corporations
Department of State, State of Florida
P.O. Box 6327
Tallahassee, Florida 32314

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**RE: DR. THOMAS M. SHOAF and DR. CARL C. CARTER,
OPTOMETRISTS, P.A.
Amendment to Articles of Incorporation**

Gentlemen:

Enclosed please find the Certificate of Amendment to the Articles of Incorporation for DR. THOMAS M. SHOAF and DR. CARL C. CARTER, OPTOMETRISTS, P.A., changing its name to ATLANTIC AVENUE EYE CARE, P.A., a Florida corporation.

Also enclosed is a check for \$35 payable to the Department of State, State of Florida, representing the fee for the filing of the Amendment.

For your convenience, we have enclosed a self-addressed envelope for your use in returning your acknowledgment of receipt of the Amendment.

Very truly yours,



David G. Armstrong

DGA/SJA/bhs

Enclosure

cc: Dr. Carl C. Carter, II

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N/C

V. SHEPARD MAR 13 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT OF ARTICLES OF INCORPORATION
OF DR. THOMAS M. SHOAF and DR. CARL C. CARTER, OPTOMETRISTS, P.A.
BY THE UNANIMOUS WRITTEN CONSENT OF THE DIRECTORS
AND SHAREHOLDERS OF RECORD PURSUANT TO
SEC. 607.0704 AND 607.0821 OF THE
FLORIDA STATUTES

We, the undersigned, being all the Directors and all the Shareholders of record of
DR. THOMAS M. SHOAF and DR. CARL C. CARTER, OPTOMETRISTS, P.A., a Florida
corporation, do hereby unanimously consent and agree:

Article I of the Articles of Incorporation of said corporation shall be amended by
deleting the present Article First, to-wit:

"FIRST: The name of the corporation shall be DR. THOMAS M. SHOAF and
DR. CARL C. CARTER, OPTOMETRISTS, P.A.", and substituting the following
language in place thereof:

"FIRST: The name of the corporation shall be ATLANTIC AVENUE EYE
CARE, P.A."

We, THE UNDERSIGNED, being all of the Directors and Shareholders of the
Corporation, do subscribe and acknowledge this Amendment and do hereby declare and certify
that this unanimous written action is taken pursuant to Secs. 607.0704 and 607.0821 of the Florida
Statutes, and accordingly we hereunto set our hands this 23rd day of February, 2000.

Director(s)

Carl C. Carter


Shareholder(s)

Carl C. Carter

CARL C. CARTER, II, the Secretary of DR. THOMAS M. SHOAF and DR. CARL C. CARTER, OPTOMETRISTS, P.A., being first duly sworn deposes and says that he is the person in whose custody the official records of said corporation are kept and he does hereby certify that the above named persons are the Directors of Record of said corporation and the above named Shareholders are the Shareholders of Record of said corporation.

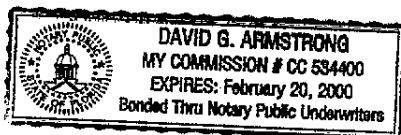
IN WITNESS WHEREOF, I have hereunto set my hand this 23rd day of February, 2000.


[Corporate Seal]


CARL C. CARTER, II
Secretary

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

SWORN TO AND SUBSCRIBED before me, in my presence this 23rd day of February, 2000, by CARL C. CARTER, II, Secretary of DR. THOMAS M. SHOAF and DR. CARL C. CARTER, OPTOMETRISTS, P.A., a Florida corporation, personally known to me or who produced a valid Florida driver's license or passport as identification, and who did not take an oath.




NOTARY PUBLIC