

F04000005318

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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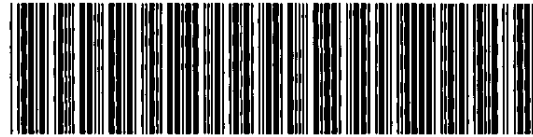
(Business Entity Name)

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06/05/07--01034--001 \*\*43.75

APPROVED  
AND  
FILED

07 JUN -6 PM 1:59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED

07 JUN -5 AM 11:13

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

N.C.

C. Goulette JUN 06 2007

**GRAY | ROBINSON**  
ATTORNEYS AT LAW

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TALLAHASSEE  
TAMPA

E-MAIL ADDRESS  
mwilkinson@gray-robinson.com

June 5, 2007

***VIA HAND DELIVERY***

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: Lasersoft Vision, Inc.  
Document No. F04000005318  
Our File No. 135536-1

Dear Madam or Sir:

Enclosed please find an Application by Lasersoft Vision, Inc., a Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida. **PLEASE FILE THIS AMENDMENT AND ISSUE A CERTIFIED COPY.**

This firm's check in the amount of \$43.75 is enclosed. Upon receipt of this request, please date-stamp the copy of this letter attached. Please call me when the certified copy is ready to be picked up.

Thank you for your assistance in this matter.

Sincerely,

*Mari-Jo Lewis-Wilkinson*

Mari-Jo Lewis-Wilkinson  
Paralegal

Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED

07 JUN -6 PM 12:42

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

June 5, 2007

GRAY ROBINSON  
MARI JO  
TALLAHASSEE, FL

SUBJECT: LASERSOFT VISION, INC.  
Ref. Number: F04000005318

We have received your document for LASERSOFT VISION, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

Attached

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 107A00038374

PROFIT CORPORATION  
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO  
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA  
(Pursuant to s. 607.1504, F.S.)

SECTION I  
(1-3 MUST BE COMPLETED)

F04000005318  
(Document number of corporation (if known))

1. Lasersoft Vision, Inc.  
(Name of corporation as it appears on the records of the Department of State)

2. Delaware  
(Incorporated under laws of)

3. 9-17-04  
(Date authorized to do business in Florida)

SECTION II  
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? \_\_\_\_\_

5. LensAR, Inc.  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

n/a  
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)


6. If the amendment changes the period of duration, indicate new period of duration.

n/a  
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

n/a  
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Randy W. Frey  
(Typed or printed name of person signing)

President/CEO  
(Title of person signing)

07 JUN - 6 PM 1:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

# Delaware

PAGE 1

## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "LASERSOFT VISION, INC.", CHANGING ITS NAME FROM "LASERSOFT VISION, INC." TO "LENSAR, INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF MAY, A.D. 2007, AT 9:54 O'CLOCK A.M.



3843263 8100

070654961

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5719927

DATE: 05-31-07

CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION  
OF LASERSOFT VISION, INC.

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 10:18 AM 05/31/2007  
FILED 09:54 AM 05/31/2007  
SRV 070648779 - 3843263 FILE

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Company") is Lasersoft Vision, Inc.
2. The Certificate of Incorporation of the Company is hereby amended as follows:

Article I is amended in its entirety to read as follows:

"Article I – Corporate Name. The name of this corporation shall be LensAR, Inc."

Section 5.1 of Article V is amended in its entirety to read as follows:

"5.1 Common Stock.

The aggregate number of shares of common stock which the Corporation shall have authority to issue is 4,955,000 shares, with a par value of \$0.001 per share."

Section 5.2 of Article V is amended by striking out the first two paragraphs of Section 5.2 thereof and by substituting in lieu of said paragraphs the following new paragraphs:

"5.2 Preferred Stock.

The aggregate number of shares of preferred stock which the Corporation shall have authority to issue is 2,355,000 shares, with a par value of \$0.001 per share, upon such terms and conditions, including dividend preferences and conversion privileges, as may be authorized by the Board of Directors of the Corporation. Of the authorized shares of preferred stock, 355,000 shares are hereby designated "Series A Convertible Preferred Stock", 500,000 shares are hereby designated "Series B Convertible Preferred Stock", 500,000 shares are hereby designated "Series C Convertible Preferred Stock", 500,000 shares are hereby designated "Series D Convertible Preferred Stock", and 500,000 shares are hereby designated "Series E Convertible Preferred Stock" with the rights, preferences, privileges and restrictions as set forth in the succeeding provisions of this Article V. The balance of any shares of authorized preferred stock that has not been designated as being a part of any series of preferred stock may be divided into such number of series as the Board of Directors may determine. The Board of Directors is authorized

to determine and alter the rights, privileges, preferences and restrictions granted to and imposed upon any wholly unissued series of preferred stock, including a preference with respect to any other series of preferred stock, and to fix the number of shares and designation of any such series of preferred stock; provided, however, that the Board of Directors may not determine or alter the rights, privileges, preferences or restrictions granted to or imposed upon any wholly unissued series of preferred stock without the consent of all stockholders, if any, who are adversely affected by such action in a manner that is not similarly adverse to all stockholders (both common and preferred); provided, however, that the consent rights of the stockholders set forth in this Section 5.2 shall terminate upon the consummation of a Public Offering (as that term is defined in this Section 5.2(D)(3)). The Board of Directors, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, may increase or decrease (but not below the number of shares of such series then outstanding), the number of shares of any series subsequent to the issue of shares of that series.

The Series A Convertible Preferred Stock together with the Series B Convertible Preferred Stock, the Series C Convertible Preferred Stock, the Series D Convertible Preferred Stock, the Series E Convertible Preferred Stock and each other series of preferred stock of the corporation designated by the Board of Directors are referred to herein as the "Series Preferred". The rights, preferences, privileges, restrictions and other matters relating to the Series Preferred are as follows:"

The Certificate of Incorporation is hereby further amended by striking out paragraph 5.2B 1 thereof and by substituting in lieu of said paragraph 5.2B 1 the following new paragraph 5.2B 1:

"B. Liquidation Preference.

1. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary or other event defined herein to constitute a liquidation ("Liquidation"), the holders of the Series Preferred shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of common stock by reason of their ownership thereof, an amount per share of Series Preferred equal to the applicable Original Issue Price (as defined below) plus all accrued but unpaid dividends (whether or not declared) on the Series Preferred (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares after the filing date hereof) for each share of Series Preferred held by them. The Original Issue Price for the Series A Convertible Preferred Stock is \$1.00 per share. The Original Issue Price for the Series B Convertible Preferred Stock is \$1.50 per share. The Original Issue Price for the Series C Convertible Preferred Stock is \$2.00 per share. The Original Issue Price for the Series D Convertible Preferred Stock is \$2.50 per share. The Original Issue Price for the Series E Convertible Preferred Stock is \$3.00 per share. The Original Issue Price of

each other series of preferred stock of the Corporation designated by the Board of Directors shall be as set forth by resolution of the Board of Directors.

3. The amendments of the Certificate of Incorporation herein certified have been duly adopted and approval has been given in accordance with the provisions of Sections 211 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, LASERSOFT VISION, INC. has caused this Certificate of Amendment of the Certificate of Incorporation to be signed by its President this 15th day of May, 2007.

LASERSOFT VISION, INC.

By: \_\_\_\_\_

  
Randy W. Frey  
President