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Florida Department of State

Division of Corporations

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Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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BASIC AMENDMENT

OCUCARE SYSTEMS, INC.

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DIVISION OF CORPORATIONS

Certificate of Status	0
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Amendment

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OCUCARE SYSTEMS, INC.

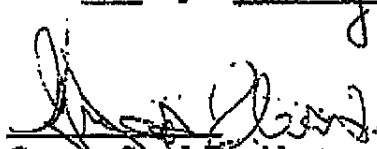
Articles of Amendment

1. The following provisions of the Articles of Incorporation of OCUCARE SYSTEMS, INC., a Florida corporation, filed in Tallahassee on October 18, 1988, be and they hereby are amended in the following particulars:

A. Article VI. DIRECTORS: This article shall be amended to read as follows: "The corporation shall have three directors."

2. The foregoing amendment was adopted by the Shareholders and Directors of the corporation on the 8th day of January, 1999.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 10th day of February, 1999.


Gregory Stead, President


John R. Davis, Secretary

Theodore F. Brill, Esq.
Theodore F. Brill, P.A.
8211 W. Broward Blvd., Suite 360
Plantation, FL 33324
(954) 370-0800
FL Bar No. 236462

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STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Gregory Stead known to me to be the person who executed the foregoing Articles of Amendment and he acknowledged before me that he executed such instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12 day of February, 1999.


Notary Public, State of Florida

My Commission Expires :



STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared John R. Davis known to me to be the person who executed the foregoing Articles of Amendment and he acknowledged before me that he executed such instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15 day of February, 1999.


Notary Public, State of Florida

My Commission Expires:



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