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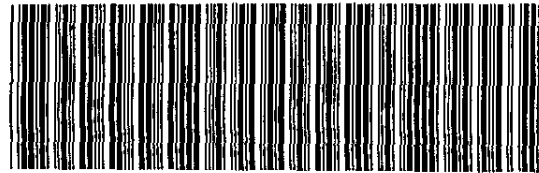
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Consent to Proceed

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2004 DEC 29 PM 2:26
TALLAHASSEE, FLORIDA

Hand original date in filing

Ford & Ford, P.A.

Attorneys at Law
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December 7, 2004

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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CLERK OF STATE
TALLAHASSEE, FLORIDA

RE: Articles of Amendment to the Articles of Organization of Allied Eyecare, LLC

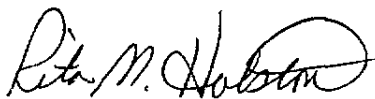
To Whom It May Concern:

I enclose the original of the Articles of Amendment to the Articles of Organization in connection with the referenced company. Please file these Articles and return one (1) copy to this office by regular U.S. mail.

Also, I enclose this firm's check in the amount of \$25.00 in payment of the required filing fees.

If you have any questions with respect to this matter, please do not hesitate to contact us.

Sincerely,



Rita M. Holston
Legal Assistant

/rmh

Enclosure



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

December 17, 2004

RITA M. HOLSTON
FORD & FORD, P.A.
2552 FIRST AVENUE NORTH
ST PETERSBURG, FL 33713

SUBJECT: ALLIED EYECARE, LLC
Ref. Number: L01000019160

We have received your document for ALLIED EYECARE, LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the original date of filing/authorization in Florida.

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) 245-6913.

Diane Cushing
Document Specialist

Letter Number: 404A00070444

**ARTICLES OF AMENDMENT TO
THE ARTICLES OF ORGANIZATION
OF
ALLIED EYECARE, LLC**

Allied Eyecare, LLC, a limited liability company organized and existing under the laws of the State of Florida, under the hand of the undersigned Managing Member and pursuant to Section 608.411 of the Florida Statutes, hereby certifies that on **November 1st, 2004**, the Members of said company signed a written statement duly adopting and approving the following amendments to the Articles of Organization of the Company which were originally filed on November 7, 2001.

- (1) The Managing Member of the company is changed to:

**Sanchez Holdings, Inc., a Nevada corporation
d/b/a Risan Holdings, Inc.
13575 58th Street North, Suite 2020
Clearwater, FL 33760**

- (2) The Members of the company are as follows:

**Richard L. Sanchez
13575 58th Street North, Suite 2020
Clearwater, FL 33760**

**Linda Sauer
13575 58th Street North, Suite 2020
Clearwater, FL 33760**

- (3) The Registered Agent is changed to:

**Ford & Ford, P.A.
2552 First Avenue North
St. Petersburg, FL 33713**

All other provisions of the Articles of Organization shall remain in full force and effect and shall not be modified hereby.

The foregoing action was duly approved by the unanimous vote of the Members at a meeting of the Members and the subscriber to the Articles of Organization.

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CLERK OF CIRCUIT COURT
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has set his hand and seal as a duly authorized act of the
Company this 1st day of November, 2004.

Allied Eyecare, LLC,
a Florida limited liability company

By: **Sanchez Holdings, Inc., a Nevada corporation,**
d/b/a Risan Holdings, Inc.,
Managing Member

By: [Signature]
Richard L. Sanchez, President (SEAL)

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 1st day of November, 2004, by
Richard L. Sanchez, as President of **Sanchez Holdings, Inc.**, a Nevada corporation, d/b/a Risan Holdings,
Inc., Managing Member of **Allied Eyecare, LLC**, a Florida limited liability company, on behalf of the company.
He is personally known to me or has produced _____ as identification.



Judith T. Allen
Print Name: JUDITH T. ALLEN
Notary Public for State of Florida (SEAL)
My Commission Expires: 9/21/2007

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