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October 9, 2002

Division of Corporation
P.O Box 6327
Tallahassee, Florida 32314

Phone (850) 245-6051

Re: Grove Optical, L.L.C.

Dear Sir/Madam:

Attached please find our Articles of Amendment to Articles of Organization for Grove Optical, L.L.C. along with a check for \$25.00 to cover the cost of the filing. Please forward your acceptance letter to the undersigned.

I am also enclosing a check for \$30.00. Please forward a certified copy of the entire file on record including the Article of Organization and the Articles of Amendment to Articles of Organization which I am filing herewith.

Sincerely,

JEFF E. RUBIN

Name	JER/ls
Availability	
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
to no lodgement	DCC
W. P. Verifier	DCC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment to Articles of Organization
Of
Grove Optical, L.L.C.

First: The date of filing of the Articles of Organization was September 6, 2002.

Second: The following amendments to the Articles of Organization were adopted by the limited liability company:

1. Article 7 of the Articles of Organization shall be deleted and replaced with the following:

Article 7 – Admission of New Members

Additional member(s) to the Company shall be admitted pursuant to the terms of the Operating Agreement and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the Operating Agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous consent.

2. Article 9 of the Articles of Organization shall be deleted and replaced with the following:

Article 9 – Management

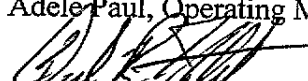
The Company shall be managed by the member(s) in accordance with the Operating Agreement adopted by the member(s) for the management of the business and affairs of the Company. This Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles or Organization. The names of the managing member(s) of the Company are:

Operating Manager: Adele Paul
Secretary: David R. Fitzgerald
Treasurer: David R. Fitzgerald

whose addresses shall be the same as the principal office of the Company.

Dated: this 9th day of October, 2002.


Adele Paul, Operating Manager


David R. Fitzgerald, Vice Operating
Manager, Secretary and Treasurer

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TALLAHASSEE, FLORIDA