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AMENDMENT OF ARTICLES OF INCORPORATION

OF

CLASSIC OPTICAL LABORATORIES, INC.

- 1. The name of the corporation is Classic Optical Laboratories, Inc.
- 2. The first paragraph of Article III is hereby amended to read as follows:

 The maximum number of shares of capital stock which this corporation is authorized to issue is as follows:
 - a) Common Stock Class A 10,000 Voting Shares having a par value of .1 cent per share;
 - b) Common Stock Class B 91,000 Non Voting shares having a par value of .01 cent per share;
- This Amendment shall be implemented by the present Class A Shareholder exchanging 76,500 Shares of Class A Voting Stock for 76,500 Shares of Class B Non Voting Stock;

4. This Amendment was unanimously adopted on

2011:

5. This Amendment was approved by the sole director;

 Each voting share of Class A and Class B shareholders entitled to vote separately on the amendment voted and such vote constituted a sufficient vote for approval by that voting group.

Monte Friedkin, President

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