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Respond to Destin

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November 6, 2000

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

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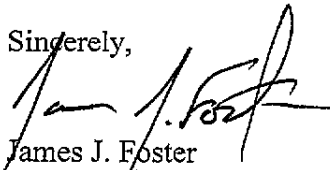
Re: Articles of Amendment for Animal Eye Center of Destin, P.A.

Dear Sir or Madam:

Enclosed for filing with the state are the Articles of Amendment for the above-referenced corporation. Also enclosed is our firm check in the amount of \$35.00, along with a self-addressed, stamped envelope for return of a conformed copy.

Please do not hesitate to call if there are any questions.

Sincerely,


James J. Foster

JJF/vjf
Enclosures

FILED
00 NOV -9 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend NC

T. LEWIS NOV 20 2000

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
ANIMAL EYE CENTER OF DESTIN, INC.**

FILED
00 NOV -9 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

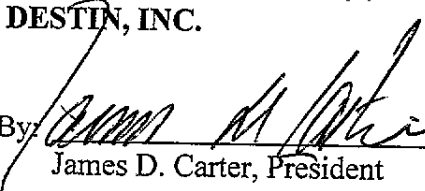
TO: Department of State
Division of Corporations
Tallahassee, Florida

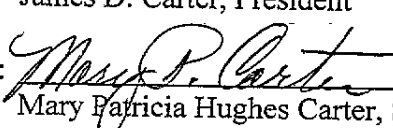
Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the Articles of Amendment to its Articles of Incorporation set forth in Exhibit A hereto:

1. Article 1 is amended to read: The name of this corporation shall be Animal Eye Center of Destin, P.A., a Florida professional corporation.
2. Article 5 is amended to read: The mailing address and principal office address is 127 Highway 98E, Suite 11B, Palmetto Plaza, Destin, Florida 32541
2. This amendment's adoption is effective the 5th day of November, 2000.
3. This amendment was approved by the Shareholders. The number of votes cast for the amendment was sufficient for approval.

Dated this 5th day of November, 2000.

**ANIMAL EYE CENTER OF DESTIN, P.A.
FORMERLY ANIMAL EYE CENTER OF
DESTIN, INC.**

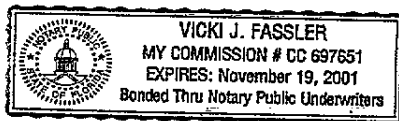
By:  (SEAL)
James D. Carter, President

By:  (SEAL)
Mary Patricia Hughes Carter, Secretary
(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF WALTON

Before me personally appeared James D. Carter and Mary Patricia Hughes Carter, to me well known and known to me to be the individuals described in and who executed the foregoing instrument as President and Secretary of Animal Eye Center of Destin, P.A., a Florida professional corporation, and they severally acknowledged to and before me that they executed such instrument as such President and Secretary respectively of such corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that it was affixed to said instrument by due and regular corporate authority and that said instrument is the free act and deed of said corporation.

Witness my hand and official seal this 5th day of November, 2000.



Vicki J. Fassler
NOTARY PUBLIC
My Commission Expires:
[SEAL]