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November 28, 2001

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

Gentlemen:

Enclosed please find Statement of Change of Registered Office or Registered Agent on behalf of Optical Benefits, Inc. You will also find enclosed our check for \$35.00 to cover the filing fee.

Yours truly,


James A. Fischette

JAF/npg
Enclosure

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RO/RA change
12.4.01
(1a)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Optical Benefits, Inc.

1b. Date of incorporation May 21, 2001 Document number P01000052682

2. The name and address of the current registered agent and office:

James A. Fischette, P.A. d/b/a Fischette, Owen, Held & McBurney

1301 Riverplace Blvd., Suite 1916, Jacksonville, FL 32207

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

Deborah L. Stokes, Vice President

2229 Vinson Lane, Jacksonville, FL 32207

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature]
SIGNATURE
11/20/01
DATE

Deborah L. Stokes, Vice President
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

[Signature]
SIGNATURE
(Registered Agent)
11/20/01
DATE

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