

Division of Corporations

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Florida Department of State

Division of Corporations

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BASIC AMENDMENT

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RAFFERTY, GUTIERREZ&SANCHEZABALLI

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Division of Corporations

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EZ VISION USA, INC.

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
EZ VISION USA, INC.**

Pursuant to Section 607.1007 of the Florida Statutes, EZ Vision USA, Inc. certifies that:

1. These Amended and Restated Articles of Incorporation were duly adopted by the Corporation's Board of Directors and all of its shareholders on the 19th day of September, 2001.

2. The Articles of Incorporation of EZ Vision USA, Inc. are hereby amended and restated as follows:

ARTICLE I. Name

The name of the corporation is EZ Vision USA, Inc.

ARTICLE II. Principal Place of Business and Mailing Address

The corporation's principal place of business and the mailing address are 16840 North Avenue, North Miami Beach, Florida 33162.

ARTICLE III. Capitalization

The number of shares the corporation is authorized to issue is as follows:

800 shares of Common Stock, par value of \$1.00 per share which shall be of two classes, as follows:

400 shares of Class A Common Stock, and

400 shares of Class B Non-Voting Stock.

All rights to vote and all voting power shall be exclusively vested in the voting Class A Common Stock. Holders of the Class B Non-Voting Common Stock shall have no rights to vote on any matter subject to shareholder vote (except on those matters which voting rights cannot be limited or denied under the Florida Business Corporation Act), but otherwise shall have the same rights as the holders of the Class A Common Stock.

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Effective as of the date of filing these Amended and Restated Articles of Incorporation, each share of Common Stock issued and outstanding as of the date of such filing (the "Old Stock") shall convert to 1 share of Class A Common Stock and 1 share of Class B Non-Voting Common Stock. The corporation shall exchange the certificates representing the Old Stock for certificates of the Class A Common Stock and Class B Non-Voting Common Stock consistent with the terms of this Article III.

ARTICLE IV. Registered Agent

The name and address of the Registered Agent of the corporation is:

Financial Foundations, Inc.
3150 Sandy Ridge Drive
Clearwater, Florida 33761

ARTICLE V. Directors

The corporation shall have one (1) director until the number of directors is increased as provided in the bylaws of the corporation. The name and address of the Director is:

David Ben-David
16840 N.E. 19th Avenue
North Miami Beach, Florida 33162

ARTICLE VI. Existence and Business

The corporation shall exist perpetually. The corporation may engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE VII. Indemnification

The corporation shall indemnify, defend and hold harmless any officer or director or any former officer or director to the full extent permitted by law for such acts of the officer or director or former officer or director while acting for or on behalf of the corporation or in any corporate capacity.

By: 

David Ben-David, President

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