

**P02000100617**

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BASIC AMENDMENT

CEF VISION, INC.

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FLORIDA DEPARTMENT OF STATE  
Jim Smith  
Secretary of State

September 25, 2002

CEF VISION, INC.  
2128 JIM REDMAN PARKWAY  
DADE CITY, FL 33526

SUBJECT: CEF VISION, INC.  
REF: P02000100617

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

IN ARTICLE V REMOVE THE WORD "INITIAL" WHEN DESCRIBING THE REGISTERED OFFICE ADDRESS,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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**FILED**  
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**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**  
**FIRST ARTICLES OF AMENDMENT**  
**TO THE**  
**ARTICLES OF INCORPORATION**  
**OF**  
**CEF VISION, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, CEF VISION, INC., a Florida corporation (the "Corporation"), adopts the following First Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is **CEF VISION, INC.** The Articles of Incorporation of the Corporation were filed with the State of Florida Secretary of State on September 17, 2002.

2. The following Amendment(s) to the Articles of Incorporation were recommended by the Board of Directors and approved by the Shareholders of the Corporation, in the manner prescribed by Section 607.1006 of the Florida Business Corporation Act, and in accordance with the Articles of Incorporation and Bylaws of the Corporation, on September 19, 2002:

\*\*\*\*\*

The Articles of Incorporation of this Corporation are hereby amended for the purposes of changing the address of the Corporation, Registered Agent, Initial Board of Directors and Incorporator by deleting the existing Articles of Incorporation in its entirety, and substituting the following Articles of Incorporation attached hereto as Exhibit "A."

\*\*\*\*\*

3. Excepting the foregoing Amendment(s) to the Articles of Incorporation, the Articles of Incorporation of the Corporation shall remain in full force and effect.

4. The number of votes cast by the members of the Board of Directors of the Corporation in favor of the foregoing Amendment(s) to the Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned Officers have executed these Articles of Amendment(s) to the Articles of Incorporation of the Corporation for the uses and purposes therein stated.

DATED this 19th day of September, 2002.

ATTEST:

By: 

Catherine E. Forsthofer, Secretary

CEF VISION, INC.

By: 

Catherine E. Forsthofer, President

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FIRST ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
CEF VISION, INC.  
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**EXHIBIT "A"**

**ARTICLES OF INCORPORATION**

**OF**

**CEF VISION, INC.**

The undersigned Incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of this Corporation shall be:

**CEF VISION, INC.**

**ARTICLE II**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of this Corporation shall be:

2128 Jim Redman Parkway  
Plant City, Florida 33566

**ARTICLE III**

**CAPITAL STOCK**

1. **Authorized Capitalization.** The total number of shares of capital stock authorized to be issued by this Corporation shall be Seventy-five Hundred (7,500) shares of common stock, par value \$1.00 per share (the "Common Stock").

2. **Payment for Stock.** All or any part of the consideration for the issuance of the capital stock of this Corporation may be in cash, property, or labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for that purpose, which consideration, in any event, shall not be less than the par value of the shares issued therefor. All stock when issued shall be fully paid and nonassessable.

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3. Voting. The voting power of this Corporation shall be vested solely in the Common Stock. Holders of shares of Common Stock shall be entitled to one vote for each share of Common Stock. There shall be no cumulative voting in the election of Directors.

4. Dividends. Any and all dividends are to be shared among the holders of shares of outstanding Common Stock on a share for share basis.

ARTICLE IV  
EXISTENCE OF CORPORATION

This Corporation shall have perpetual existence.

ARTICLE V  
REGISTERED OFFICE AND REGISTERED AGENT

The registered office of this Corporation shall be located at 2128 Jim Redman Parkway, Plant City, Florida 33566, and the registered agent of this Corporation at such office shall be Catherine E. Forsthoffer. This Corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE VI  
BOARD OF DIRECTORS

The Board of Directors of this Corporation shall consist of a number of Directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this Corporation shall be managed by the Board of Directors, which may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

The Board of Directors of this Corporation shall consist of one (1) member, such member to hold office until her successor has been duly elected and qualified. The name and street address of the Director is:

<u>Name</u>	<u>Address</u>
Catherine E. Forsthoffer	2128 Jim Redman Parkway Plant City, Florida 33566

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**ARTICLE VIII**  
**INCORPORATOR**

The name and street address of the Incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Catherine E. Forsthoffer	2128 Jim Redman Parkway Plant City, Florida 33566

**ARTICLE IX**  
**BUSINESS AND PURPOSES**

The general purpose for which this Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this Corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

**ARTICLE X**  
**BYLAWS**

The Bylaws of this Corporation shall be for the government of this Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this Corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States of America.

**ARTICLE XI**  
**AMENDMENT OF ARTICLES OF INCORPORATION**

This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

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WARD, ROVELL & VANE E POEL, PA  
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ARTICLES OF INCORPORATION OF  
CEF VISION, INC.  
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**ARTICLE XII**  
**AFFILIATED TRANSACTIONS**

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

DATED this \_\_\_\_\_ day of September, 2002.

XXXEXHIBITXXX  
CATHERINE E. FORSTHOFFER

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FIRST ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
CEF VISION, INC.  
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ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, CATHERINE E. FORSTHOFFER, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this \_\_\_\_\_ day of September, 2002.

XXXEXHIBITXXX  
CATHERINE E. FORSTHOFFER