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BASIC AMENDMENT

CLEARLEN SYSTEMS U.S.A., INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 28, 2004

CLEARLEN SYSTEMS U.S.A., INC.
6553 46TH STREET NORTH, #905
PINELLAS PARK, FL 33781

SUBJECT: CLEARLEN SYSTEMS U.S.A., INC.
REF: P03000012752

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Darlene Connell
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FAX Aud. #: H04000115200
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CLEARLEN SYSTEMS U.S.A., INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted:

The name of the Corporation is RIVERSIDE OPTICAL, INC.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: N/A

THIRD: The date of each amendment's adoption: April 30, 2003

FOURTH: Adoption of Amendment(s) (check one)

____ The amendment(s) was/were adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

XX The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

____ The amendment(s) was/were approved by the shareholders through voting groups.

[The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).]

The number of votes cast for the amendment(s) was/were sufficient for approval by _____
(voting group)

Signed this 30th day of April, 2003.

CLEARLEN SYSTEMS U.S.A.,

By

Charles Plante
CHARLES PLANTE, Director

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TALLAHASSEE, FLORIDA