

P041000037626

Florida Department of State
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To:
Division of Corporations
Fax Number : (850) 205-0380

From:
Account Name : TRIAD PROFESSIONAL SERVICES, LLC
Account Number : I20020000094
Phone : (770) 777-2091
Fax Number : (770) 220-1943

COR AMND/RESTATE/CORRECT OR O/D RESIGN

MOTIVE EYEWEAR, INC.

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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Motive Eyewear, Inc.

DOCUMENT NUMBER: P04000037626

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Maria Kenigsberg

(Name of Contact Person)

Greenberg Traurig, LLP

(Firm/ Company)

77 West Wacker Drive, Suite 2500

(Address)

Chicago, Illinois 60601

(City/ State and Zip Code)

For further information concerning this matter, please call:

Maria Kenigsberg

(Name of Contact Person)

at (312) 236-4773

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

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Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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Articles of Amendment
to
Articles of Incorporation
of

Motive Eyewear, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

Pc4000037528

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered," "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

SEE ATTACHED FOR FULL TEXT

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

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The date of each amendment(s) adoption: July 13, 2007

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

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

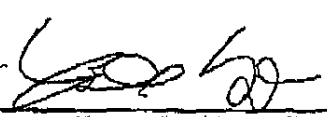
☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

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

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

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature


(By a director, president or other officer - If directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

BILL DEYO
(Typed or printed name of person signing)

CEO
(Title of person signing)

FILING FEE: \$35

ATTACHMENT TO ARTICLES OF AMENDMENT
OF
MOTIVE EYEWEAR, INC.
File No.: PD4000037626

AMENDMENT ADOPTED - (OTHER THAN NAME CHANGE)

ARTICLE IV being amended to read in its entirety as follows:

The Corporation shall be authorized to issue two classes of shares of capital stock, to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares of Common Stock and Preferred Stock that the Corporation shall have authority to issue is eleven million five hundred thousand (11,500,000) of which ten million five hundred thousand (10,500,000) shares shall be Common Stock and one million (1,000,000) shares shall be Preferred Stock. The par value of the shares of Common Stock is one cent (\$0.01) per share. The par value of the shares of Preferred Stock is one cent (\$0.01) per share.

The shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized, by filing articles of amendment pursuant to the applicable laws of the State of Florida, to establish from time to time the number of shares to be included in each series, and to fix the designations, preferences, limitations, and relative rights of the shares of each such series and the qualifications, limitations, or restrictions thereof, including, but not limited to, the fixing or alteration of the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), the redemption price or prices, and the liquidation preferences of any wholly unissued series of shares of Preferred Stock, or any of them.