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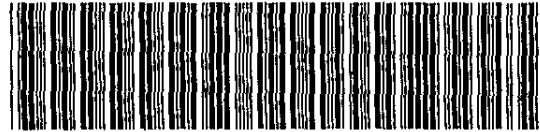
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THE LAW FIRM OF
FRANK • WEINBERG • BLACK, P.L.

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Nov. 2, 2004

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

RE: Elegance Optical Inc.
Our File: 5811.000

Dear Sir/Madam:

Enclosed please find the original Articles of Amendment with respect to Elegance Optical Inc. changing its officers and directors as indicated therein. Accordingly, Douglas Handley, O.D. is now the President, Cham F. Pierre the Vice President and Douglas Handley, O.D. is the Director.

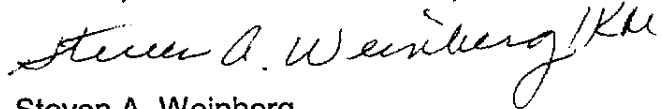
Please file the enclosed Amendment and provide proof of filing upon completion.

I am enclosing our firm's check in the amount of \$35.00 representing the filing fee due in this matter.

Thank you for your assistance in this matter.

Sincerely,

FRANK, WEINBERG & BLACK, P.L.



Steven A. Weinberg,
for the Firm

SAW/km

Encls.

Div of Corp. ltr1

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
ELEGANCE OPTICAL INC.**

Document Number P04000089070

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

AMENDMENTS ADOPTED:

The following Amendments to the Articles of Incorporation are hereby adopted:

- * Article 5, OFFICERS, shall be amended in its entirety as follows:

The officers of the Corporation shall be:

President:	DOUGLAS HANDLEY, O.D.
Vice President:	CHAM F. PIERRE

- * Article 6, DIRECTORS, shall be amended in its entirety as follows:

The Director(s) of the Corporation shall be:

DOUGLAS HANDLEY, O.D.

DATE OF ADOPTION OF AMENDMENTS:

The date of adoption of the Amendments is October 27, 2004

ADOPTION OF AMENDMENT(S):

The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 28 day of OCTOBER, 2004.

Signature: _____


CHAM F. PIERRE, Director

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