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May 16, 2008

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee FL 32314

Re: **OCULAR INNOVATIONS, INC.**
Change of Registered Agent

Dear Sir or Madam:

Enclosed is "Statement of Change of Registered Office or Registered Agent or Both" for Ocular Innovations, Inc. along with our firm's check for the filing fee in the amount of \$35.00. Please file the Statement which changes the name and the address of the Registered Agent.

If you have any questions, please contact me. Thank you for your assistance.

Very truly yours,


Burton M. Romanoff

SIGNED IN MR. ROMANOFF'S ABSENCE
TO AVOID DELAY IN MAILING

Enclosures

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH
FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Florida _____ in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: OCULAR INNOVATIONS, INC.
2. The principal office address: 1121 Lewis Ave., Sarasota, FL 34237
3. The mailing address (if different): P. O. Box 5917, Sarasota, FL 34277
4. Date of incorporation/qualification: 7/22/2004 Document number: P04000108678
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

Gregory S. Band

1900 Ringling Blvd.

Sarasota, FL 34236

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

Burton M. Romanoff

1819 Main Street, Suite 610

(P.O. Box NOT acceptable)

Sarasota, FL 34236

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The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

W. J. Whitmore III
(Signature of an officer or director)

Willet F. Whitmore, III, M.D., President
(Printed or typed name and title)

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

[Signature]
(Signature of Registered Agent)

05-15-08
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

*** FILING FEE: \$35.00 ***