

P37132

**ApolloEye**  
GROUP

July 7, 1997

Amendment Section  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

200002233492--2  
-07/09/97-01035-004  
\*\*\*\*\*96.25 \*\*\*\*\*96.25

Dear Sirs:

Enclosed please find an Application by Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida. The name of our corporation was changed to Apollo Eye Group, Inc. from United Vision Group, Inc. Enclosed is an original certificate from the Office of the Secretary of State of Delaware issued on June 26, 1997 evidencing the amendment. Also enclosed is our check in the amount of \$ 96.25 for the filing fee, certified copy and certificate of status.

I can be reached at the address and the phone number at the bottom of this letter.

Yours truly,



J. Richard Damron, Jr.  
Chief Financial Officer

**FILED**  
97 JUL -9 PM 12:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N.C./Amend.

V.J.W. 7-14-97

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

1. United Vision Group, Inc.  
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. January 14, 1992  
Incorporated under laws of Date authorized to do business in Florida

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? November 1, 1996

5. Apollo Eye Group, Inc.  
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

N/A

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A

New Jurisdiction

J. Richard Damron, Jr.  
Signature

7/1/97  
Date

J. Richard Damron, Jr.  
Typed or printed name

Treasurer  
Title

**FILED**  
97 JUL -9 PM 12:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*State of Delaware*  
*Office of the Secretary of State*

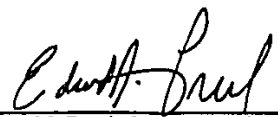
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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "UNITED VISION GROUP, INC.", CHANGING ITS NAME FROM "UNITED VISION GROUP, INC." TO "APOLLO EYE GROUP, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF NOVEMBER, A.D. 1996, AT 8:30 O'CLOCK A.M.



2249026 8100  
971207506

  
Edward J. Freel, Secretary of State

AUTHENTICATION: 8534930  
06-27-97

DATE:

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION

UNITED VISION GROUP, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of United Vision Group, Inc., resolutions were duly adopted setting forth proposed amendments to the Certificate of Incorporation of said Corporation, declaring said amendment to be advisable and calling a special meeting of the stockholders of said Corporation for consideration thereof. The resolutions setting forth the proposed amendments are as follows:

RESOLVED, that Article 1 of the Certificate of Incorporation of the Company is hereby amended and restated in its entirety as follows:

- (1) The name of the corporation is:

Apollo Eye Group, Inc.

RESOLVED, that Article 4 of the Certificate of Incorporation of the Company is hereby amended by adding the following new Section B:

B. On the date of the filing of a Certificate of Amendment to the Certificate of Incorporation of the Corporation adding this Section B (the "Effective Date"), the Common Stock of the Corporation shall be reverse split on a one-for-five basis so that each share of Common Stock issued and outstanding immediately prior to the Effective Date shall automatically be converted into and reclassified as one-fifth share of a share of Common Stock (the "Reverse Split"). No fractional shares shall be issued by the Corporation as a result of the Reverse Split. In lieu thereof, each stockholder whose shares are not evenly divisible by five will receive one whole share of Common Stock. As soon as practicable following the Effective Date, certificates for the shares of Common Stock to be outstanding after the Reverse Split shall be issued upon surrender of certificates representing existing shares of Common Stock pursuant to procedures adopted by the Corporation's Board of Directors.

SECOND: That thereafter, the foregoing resolutions were approved by the Corporation's stockholders at a special meeting called and held upon notice in accordance with Section 222 of the Delaware General Corporation Law by a majority of the outstanding stock entitled to vote thereon as required by the provisions of Section 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, said United Vision Group, Inc., has caused this Certificate to be executed by its duly authorized officer this 22 day of October, 1996.

UNITED VISION GROUP, INC.

By: J. R. Dameron, Jr.

Name: J. R. DAMERON, JR.

Title: Treasurer