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Amendment

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
OPTICAL ELEMENTS, INC.**

Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Optical Elements, Inc. (the "Company"), filed on July 25, 1994, under Charter #P94000055173.

SECOND: The Amendment to the Articles of Incorporation of the Company set forth below (the "Amendment") was adopted by unanimous written consent on August 28, 2006, and also approved by the shareholders of the Company, the number of votes cast being sufficient for approval, by written consent in lieu of a meeting dated August 28, 2006, in the manner prescribed by Section 607.1003 of the Act.

THIRD: Article III of the Articles of Incorporation of the Company is hereby deleted in its entirety and replaced by a new Article III to read in its entirety as follows:

"1. The total number of shares of stock which the Company shall have authority to issue is Five Hundred (500) shares of our common stock, no par value per share (the "Common Stock").

Effective as of 5:00 p.m., Miami Time, on the date these Articles of Amendment to Articles of Incorporation are filed with the Secretary of State of the State of Florida (the "Effective Time"), every five (5) shares of the Common Stock issued and outstanding (the "Old Common Stock") shall, automatically and without any action on the part of the respective holder thereof, be combined, reclassified as and converted into one (1) share of Common Stock of the Company (the "New Common Stock"). Notwithstanding the immediately preceding sentence, no fractional shares of New Common Stock shall be issued to the holders of record of Old Common Stock in connection with the foregoing reclassification of shares of Old Common Stock. In lieu thereof, the holders of record of Old Common Stock shall be entitled to receive cash in an amount equal to the product of such fraction of New Common Stock to which he or she should have been entitled to receive multiplied by \$41,105.99.

Each stock certificate that, immediately prior to the Effective Time, represented shares of Old Common Stock shall, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent that number of whole shares of New Common Stock into which the shares of Old Common Stock represented by such certificate shall have been reclassified (as well as the right to receive cash in lieu of any fractional shares of New Common Stock as set forth above); provided, however, that each holder of record of a certificate that represented shares of Old Common Stock shall receive, upon surrender of such certificate, a new certificate representing the number of whole shares of New Common Stock into which the shares of

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Old Common Stock represented by such certificate shall have been reclassified, as well as any cash in lieu of fractional shares of New Common Stock to which such holder may be entitled pursuant to the immediately preceding paragraph."

FOURTH: Except as hereby amended, the Articles of Incorporation of the Company shall remain the same.

FIFTH: The effective date of this amendment shall be upon the filing of these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to Articles of Incorporation of Optical Elements, Inc. as of this 28th day of August, 2006.

OPTICAL ELEMENTS, INC., a Florida corporation

By: Gloria Ellis

Gloria Ellis
President

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