

P96000052403

JUN-26-98 11:05 AM FROM: M. J. PEARLMAN, TROP & BORKSON, P.A. (954) 766-1200 FAX: (954) 766-1200 PAGE 3/10

6/16/98

FLORIDA DIVISION OF CORPORATIONS
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((H98000011219 6))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.
CONTACT: BEVERLY F BRYAN
PHONE: (954) 763-1200

ACCT#: 076247002423

FAX #: (954) 766-7800

NAME: DEERFIELD FINANCIAL SERVICES INC.

AUDIT NUMBER.....H98000011219

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

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98 JUN 26 AM 8:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/C
Amend

Jee
6/29



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 16, 1998

DEERFIELD FINANCIAL SERVICES INC.
21218 ST. ANDREWS BLVD.
SUITE 226
BOCA RATON, FL 33486

SUBJECT: DEERFIELD FINANCIAL SERVICES INC.
REF: P96000052403

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: E98000011219
Letter Number: 198A00033527

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FLORIDA DIVISION OF CORPORATIONS
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((H98000011219 6)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.
CONTACT: BEVERLY F BRYAN
PHONE: (954)763-1200

ACCT#: 076247002423

FAX #: (954)766-7800

NAME: DEERFIELD FINANCIAL SERVICES INC.

AUDIT NUMBER.....H98000011219

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RECEIVED
98 JUN 16 PM 3:47
DIVISION OF CORPORATIONS

H98000011219

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
DEERFIELD FINANCIAL SERVICES INC.

FILED
98 JUN 26 AM 8:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned Sole Director and Majority Shareholder of Deerfield Financial Services Inc. ("Corporation"), a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida, bearing Document #P96000052403 does hereby certify:

First: That pursuant to Written Consent of the Board of Directors and Majority Shareholders of said Corporation dated June 11, 1998, the Shareholders and Directors approved the amendment to the Corporation's Articles of Incorporation as follows:

The Articles of Incorporation of this Corporation are amended to read in their entirety as follows:

ARTICLE I
CORPORATE NAME

The name of the company is "Optical Concepts of America, Inc."

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 5605 N.W. 29th Street, Margate, Florida 33063.

ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

Robert J. Burnett, Esq., Florida Bar No. 0117978
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Blvd., Suite 1900
Fort Lauderdale, Florida 33301
(954)763-1200

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ARTICLE IV
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 50,000,000 shares of common stock, par value \$.001 per share and 5,000,000 shares of Preferred Stock, par value \$.001 per share. Series of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of Preferred Stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND
REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

South Florida Registered Agents, Inc.
200 East Las Olas Blvd., Suite 1900
Fort Lauderdale, Florida 33301

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have the number of directors set forth in the by laws of the corporation and the terms under which such directors will serve shall be set forth in the by laws of the Corporation.

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ARTICLE VIII
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE IX
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

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The foregoing amendment was adopted by the Board of Directors and Majority Shareholders of the Corporation pursuant to Written Consent of the Board of Directors and Majority Shareholders of the Corporation dated June 12, 1998 in accordance with Sections 607.0704 and 607.0821 of the Florida Business Corporation Act. Therefore, the number of votes cast for the amendment to the Corporation's Certificate of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the President and Secretary of this Corporation, has executed these Articles of Amendment as of June 12, 1998.

DEERFIELD FINANCIAL SERVICES INC.
now known as
OPTICAL CONCEPTS OF AMERICA, INC.

By: 

Jan Kaplan, President & Secretary

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CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS

Optical Concepts of America, Inc., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 5605 N.W. 29th Street, Margate, Florida 33063 has named South Florida Registered Agents, Inc. whose address is 200 East Las Olas Blvd., Suite 1900, Fort Lauderdale, Florida 33301 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

SOUTH FLORIDA REGISTERED AGENTS, INC.
(a Florida Corporation)

By: Beverly F. Bryan
Beverly F. Bryan, President

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