

P96000052403

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FILED
03 MAY -2 AM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Optical Concepts of America, Inc.

2700 North 29th Ave.
Suite 305
Hollywood, FL 33009

Phone (954) 923-4438

Fax (954) 923-4472

April 29, 2003

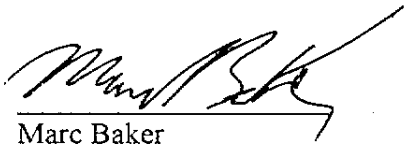
Secretary of State
PO Box 6327
Tallahassee, FL 32314

FILED
03 MAY -2 AM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To whom it may concern,

Pursuant to a recent conversation, enclosed please find articles of amendment with respect to changing our authorized stock from 50,000,000 shares to 100,000,000 shares. I have sent a check for \$35.00 to cover the fee as well as an extra copy. Thank you for your attention with regard to the above.

Sincerely,



Marc Baker

President

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
OPTICAL CONCEPTS OF AMERICA, INC.**

FILED
03 MAY -2 AM 4:00
CLERK 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 OPTICAL CONCEPTS OF AMERICA 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 April 29, 2003 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 2700 N 29th Ave. Suite 305, Hollywood, FL.

**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.

**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 100,000,000 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:

Marc Baker, 2700 N 29th Ave., Suite 305, Hollywood FL 33202

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.

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.

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 April 29, 2003 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 April 29, 2003.

OPTICAL CONCEPTS OF AMERICA, INC.

By:



Marc Baker, President & Secretary

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TO THE
ARTICLES OF INCORPORATION
OF
OPTICAL CONCEPTS OF AMERICA INC.**

FILED
03 MAY -2 AM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Marc Baker, President & Secretary