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ACCOUNT NO. : 072100000032

REFERENCE : 443181 4323655

AUTHORIZATION *Patricia Pujols*
COST LIMIT : \$ 43.75

ORDER DATE : June 26, 1997

ORDER TIME : 10:36 AM

ORDER NO. : 443181-005

CUSTOMER NO: 4323655

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CUSTOMER: Katherine Russell, Legal Asst
Annis Mitchell Cockey Edwards
Suite 2100
One Tampa City Center
Tampa, FL 33602

DOMESTIC AMENDMENT FILING

NAME: ALTERNATIVE OPTICAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
97 JUN 26 PM 2:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
97 JUN 26 PM 12:13
DIVISION OF CORPORATION

6176
Jon Arund.
C.U.S.

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
ALTERNATIVE OPTICAL, INC.

FILED

97 JUN 26 PM 2:40

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ALTERNATIVE OPTICAL, INC., a corporation duly organized and existing under the laws of the State of Florida, hereby certifies as follows:

The Corporation has issued no shares and no directors have been named or elected, and therefore shareholder and Board of Director approval are not applicable to this action. Pursuant to the written consent of the sole Incorporator of the Corporation and in accordance with Section 607.1005, Florida Statutes, the following resolution was adopted on June 4, 1997, amending the Articles of Incorporation:

RESOLVED, that Article V of the Articles of Incorporation filed with the Secretary of State of Florida be amended as hereinafter set forth:

"The total number of shares of capital stock authorized to be issued by this Corporation shall be:

A. 1,000,000 shares of \$.01 par value common stock, which shall be designated Common Stock.

B. 1,000,000 shares of \$100.00 par value nonvoting, nonconvertible preferred stock, which shall be designated Preferred Stock.

The terms and relative rights and preferences of each class of shares are as follows:

(1) Voting Rights. The entire voting power of this Corporation shall be vested in the Common Stock, with each holder thereof entitled to one vote for each share of Common Stock owned, and the Preferred Stock shall have no voting power.

(2) Dividends. The holder of each share of Preferred Stock shall be entitled to receive out of funds lawfully available for payment of dividends an annual dividend (based on the fiscal year of this Corporation) equal to eight percent (8%) of the preference value of each such share of Preferred Stock. At this Corporation's option, the payment of such dividend shall be made in cash or

other property, including without limitation the issuance of additional shares of Preferred Stock (valued at \$100.00 per share).

(3) Distributions. On any distributions in liquidation, holders of shares of Preferred Stock shall be entitled to receive the sum of \$100.00 per share before any amount shall be distributed to the holders of shares of Common Stock. After holders of shares of Preferred Stock shall have received the sum of \$100.00 per share, any further distributions in liquidation to shareholders shall be paid only to the holders of shares of Common Stock.

(4) Redemptions.

(a) Following the third anniversary of the issuance of the Preferred Stock, this Corporation shall have the right, at its option, to redeem at any time any or all shares of Preferred Stock then outstanding at a price of \$100.00 per share, together with the amount of any dividend declared or accrued and unpaid thereon to the date of redemption.

(b) Upon exercise of its right and option as provided in paragraph 4(a) above, notice of any proposed redemption of shares of Preferred Stock shall be given by this Corporation to each holder of record of such shares. A copy of such notice shall be mailed to each such shareholder of Preferred Stock not less than ten (10) days prior to the date fixed for such redemption, at the shareholder's address appearing on the books of this Corporation, and the date of mailing the notice shall be deemed to be the date of delivery thereof.

(c) If this Corporation elects to redeem some but not all shares of Preferred Stock as provided in paragraph 4(a) above, then said partial redemption shall be on a prorata basis determined by the number of Preferred Shares held by each shareholder of record of such shares.

(d) From and after the date fixed as the date of redemption in the notice sent in accordance with paragraph 4(b) above (unless this Corporation defaults in payment of the redemption price), all rights of the holders of shares of Preferred Stock as shareholders of this Corporation (except the right to receive payment of the redemption price and declared or accrued and unpaid dividends to the date of redemption) shall cease and terminate.

WHEREUPON, this 12th day of June, 1997, the undersigned has executed these Articles of Amendment to Articles of Incorporation on behalf of the Corporation so that, on the filing hereof, the Articles of Incorporation shall be deemed amended accordingly.

ALTERNATIVE OPTICAL, INC., a Florida corporation

By: 
Joseph W.N. Rugg, Incorporator

5445-023-0420250.02