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McDONALD & McDONALD

ATTORNEYS AT LAW

1393 S.W. FIRST STREET

SUITE 200

MIAMI, FLORIDA 33135-2386

DAVID C. MCDONALD (1897-1971) DAVID MCDONALD H.C. PALMER, III DAVID M. MCDONALD

TELEPHONE (305) 643-5313 FACSIMILE (305) 643-4990 E-MAIL McDonaldlaw@Compuserve.com

. -- JOHN R. CAMP, JR.

OF COUNSEL

April 22, 1999

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

RE:

Articles of Amendment of Cukierman & Koepnick EyeCare Inc.

Document #P98000029808

Our File: 99145

-04/26/99--01129--008 *****35.00 *****35.00

Dear Sir/Madam:

Enclosed herewith are the executed Articles of Amendment to the Articles of Incorporation of Cukierman & Koepnick EyeCare Inc., Amended Certificate of Designating Registered Agent, the Application for Reinstatement and our check made payable to the Department of State in the sum of \$35.00 representing the filing fee for the articles of amendment.

All of your aid and assistance is greatly appreciated. Should you have any questions please do not hesitate to give me a call.

Sincerely,

McDONALD & McDONALD

HCP/og Enc.

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

Cukierman & Koepnick EyeCare Inc.

Document #P98000029808

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

(SEE SHEET ATTACHED)

99 APR 26 PH 4: 40

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THURD: The date of each amendment's adoption: April 19, 1999.
FOURTH: Adoption of Amendment(s) (CHECK ONE)
The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
"The number of votes cast for the amendment(s) was/were sufficient for approval by" voting group
The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signed this \(\frac{\Q}{\Q} \) day of April , 19 99
Signatures LANCE M. KOEPNICK Mame M. Koepnick
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
OR
(By a director if adopted by the directors)
OR
(By an incorporator if adopted by the incorporators)
AMIR CUKIERMAN & LANCE M. KOEPNICK Typed or printed name
Incorporators
Title

ARTICLE ONE

The name of this corporation shall be changed from Cukierman & Koepnick Eye Care Inc. to Cukierman & Koepnick EyeCare Inc.

ARTICLE FIVE

The street address of the principal place of business shall be changed to 11654 N. Kendall Drive, Miami, Florida 33176.

ARTICLE SIX

The street address of the registered office of the corporation is 1743 Michigan Ave., #4, Miami Beach, FL 33139 and the name of the registered agent at such address is Lance M. Koepnick.

ARTICLE EIGHT

The Board of Directors shall consist of two (2) members who shall hold office until the second annual meeting of the corporation and whose names and addresses are as follows:

AMIR CUKIERMAN 3300 NE 191 Street Apt. 1214, Bay Club #2 Aventura, FL 33180

LANCE M. KOEPNICK 1743 Michigan Ave., #4 Miami Beach, FL 33139

ARTICLE NINE

The names and addresses of each incorporator executing the Amended Articles of Incorporation is as follows:

AMIR CUKIERMAN 3300 NE 191 Street Apt. 1214, Bay Club #2 Aventura, FL 33180

LANCE M. KOEPNICK 1743 Michigan Ave., #4 Miami Beach, FL 33139

AMENDED CERTIFICATE OF DESIGNATING REGISTERED AGENT FOR SERVICE OF PROCESS

Pursuant to Chapter 48.091, Florida Statutes, the undersigns hereby designate:

LANCE M. KOEPNICK 1743 Michigan Ave., #4 Miami Beach, FL 33139

as its Registered Agent to accept service of process within this State.

AMIR CUKIERMAN, Incorporator

LANCE M. KOEPNICK, Incorporator

The undersigned hereby accepts the foregoing designation of Registered Agent for service of process with the State of Florida, and agrees to comply with the provisions of the law applicable to said designation.

Dated this $\[\]$ day of April, 1999.

LANCE M. KOEPNICK, Registered Agent