

Division of Corporations

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Florida Department of State

Division of Corporations

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BASIC AMENDMENT

CONCEPTS IN OPTICS, INC.

Certificate of Status	0
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Page Count	02
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Amendment

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CONCEPTS IN OPTICS, INC.**

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2001 MAY 21 PM 4:34

The Articles of Incorporation of CONCEPTS IN OPTICS, INC., a Florida corporation (the "Corporation"), are hereby amended pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act as follows:

1. Article III shall be deleted in its entirety and amended to read as follows:

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is thirty-two thousand five hundred (32,500) shares, consisting of (a) twenty-five thousand (25,000) shares of Common Stock, par value \$0.01 per share (the "Common Stock") of which twenty thousand (20,000) shares shall be "Class A Common Stock" and five thousand shares (5,000) shall be "Class B Common Stock"; and (b) seven thousand five hundred (7,500) shares of preferred stock, par value \$0.01 per share (the "Preferred Stock"). The Class A Common Stock and the Class B Common Stock shall be identical in all respects and shall have equal rights and privileges except the holders of the Class A Common Stock shall exclusively possess all voting power. Each holder of shares of Class B Common Stock shall have no voting rights and shall not be entitled to notice of any meeting of shareholders of the Corporation, except as required by law.

The Board of Directors is authorized to issue shares of Preferred Stock in one or more series by adoption of amendments to these Articles of Incorporation, which may be effected without shareholder approval, setting forth the number of shares to be included in each such series and the designation, preferences, limitations and relative rights of the shares of each such series.

Filed by: J. Gerstenfeld, Corp. Legal Asst.
Stearns Weaver Miller Weissler, et al
150 West Flagler Street, Suite 2200
Miami, Florida 33130
T: 305-789-3545/F: 305-789-3395

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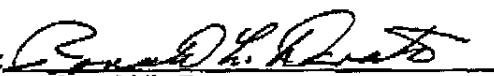
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The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

2. The foregoing Articles of Amendment to the Articles of Incorporation were duly adopted and approved by the holders of the Corporation's voting stock and by the board of directors of the Corporation, in each case, by unanimous written consent in lieu of a meeting, pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act, as of May 21, 2001. The number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, the undersigned sole Director and President has executed these Articles of Amendment to the Articles of Incorporation this 21 day of May, 2001.

CONCEPTS IN OPTICS, INC.

By: 
Ronald L. Darata,
Sole Director and President

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