

Division of Corporations

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BASIC AMENDMENT

CONCEPTS IN OPTICS, INC.

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Certificate of Status	1
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AMEND
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CONCEPTS IN OPTICS, INC.**

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TALLAHASSEE, FLORIDA

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 amended to also read as follows:

ARTICLE III - CAPITAL STOCK

Preferred Stock

Designation, Amount, Par Value, and Rank. A series of preferred stock shall be designated as Series A Cumulative Preferred Stock (the "Preferred Stock"), and the number of shares so designated shall be 7,500. Each share of Preferred Stock shall have \$0.01 par value. Each share of Preferred Stock shall have a stated value of \$100 per share (the "Stated Value"). The Preferred Stock should rank prior to all classes or series of equity securities of the Company, including the Company's Common Stock, \$0.01 par value, and stock of any other class into which such shares may hereafter have been reclassified or changed (the "Common Stock"). Holders of the Preferred Stock shall not have preemptive rights. The Preferred Stock is further subject to and limited by the terms contained herein.

Dividends. Holders of the shares of Preferred Stock shall be entitled to receive out of funds legally available therefor, cumulative dividends, at the rate per share (as a percentage of the Stated Value per share) equal to 6% per annum (the "Dividend Rate"), payable if, when and as declared by the Board of Directors out of the funds available for the payment of dividends to holders of record on the date set by the Board of Directors prior to any such declaration (each a "Record Date"). The party that holds the Preferred Stock on an applicable Record Date for any dividend payment will be entitled to receive such dividend payment and any other accrued and unpaid dividends which accrued

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prior to such Dividend Payment Date, without regard to any sale or disposition of such Preferred Stock subsequent to the applicable Record Date but prior to the applicable Dividend Payment Date. If at any time the Company pays less than the total amount of dividends then accrued to any class of Preferred Stock, such payment shall be distributed ratably among the holders of such class based upon the number of shares held by each holder. Dividends shall be computed on the basis of a 360-day year consisting of twelve 30-day months, and will be deemed to accrue on a daily basis for purposes of determining accrued dividends payable upon redemption. No dividend or other distribution, other than dividends payable solely in shares of Junior Securities (as defined in Section 4 below) or through increases in stated value of Junior Securities, shall be declared, paid or set apart for payment on shares of Junior Securities unless and until all accrued and unpaid dividends, if any, on the Preferred Stock shall have been paid in full in cash, or declared and a sum of money sufficient for the payment thereof in full in cash set apart.

Voting Rights. Except as otherwise provided by applicable law, the Preferred Stock shall have no voting rights.

Liquidation. Upon any liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary (a "Liquidation"), the holders of shares of Preferred Stock shall be entitled to receive out of the assets of the Company, whether such assets are capital or surplus, for each share of Preferred Stock an amount equal to the Stated Value plus accrued but unpaid dividends, whether declared or not, but without interest, before any distribution or payment shall be made to the holders of any Common Stock and any other equity securities of the Company ranking junior to the Preferred Stock either as to dividends or as upon liquidation, dissolution or winding up ("Junior Securities") and if the assets of the Company shall be insufficient to pay in full such amounts, then the entire assets to be distributed shall be distributed among the holders of Preferred Stock ratably in accordance with the respective amounts that would be payable on such shares if all amounts payable thereon were paid in full. The Company shall mail written notice of any such Liquidation, not less

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than 30 days prior to the payment date stated therein, to each record holder of Preferred Stock as shown on the record books of the Company.

Redemption.

(a) **Optional Redemption or Repurchase by the Corporation.** The Company shall have the right, at any time, to redeem or repurchase for cash all or any portion of the outstanding shares of Preferred Stock at a price per share equal to the Stated Value plus accrued but unpaid dividends, whether declared or not, but without interest (the "Repurchase Price").

(b) **Procedure for Redemption or Repurchase.** In the event that the Company shall redeem or repurchase shares of Preferred Stock in accordance herewith, notice of such redemption or repurchase shall be mailed by first-class mail, postage prepaid, and mailed not less than 20 days nor more than 90 days prior to the redemption or repurchase date to the holders of record of the shares to be redeemed or repurchased at their respective addresses as they shall appear in the records of the Company; provided, however, that failure to give such notice or any defect therein or in the mailing thereof shall not affect the validity of the proceeding for the redemption or repurchase of any shares so to be redeemed or repurchased except as to the holder to whom the Company have failed to give such notice or except as to the holder to whom notice was defective. Each such notice shall state: (A) the redemption or repurchase date; (B) the Repurchase Price, and (C) the place or places where certificates for such shares are to be surrendered for payment of the Repurchase Price, if such shares are not held by the Company.

(c) **Payment of Repurchase Price.** In the case of a redemption by the Company in accordance herewith, provided that on or before the applicable redemption date funds necessary for such redemption shall have been set aside by the Company, separate and apart from its other funds in trust for the pro rata benefit of the holders of the shares so called for or entitled to redemption, so as to be and to continue to be available therefor, then, from and after the redemption date (unless the Company defaults in the payment of the Repurchase Price, in which case such rights shall continue

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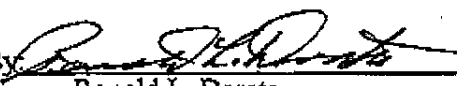
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until the Repurchase Price is paid in full in cash) such shares shall no longer be deemed to be outstanding and shall not have the status of shares of Preferred Stock, and all rights of the holders thereof as stockholders of the Company (except the right to receive from the Company the applicable Repurchase Price) shall cease. Upon surrender of the certificates for any shares to be redeemed, if not already held by the Company (but in any case, properly endorsed or assigned for transfer, if the Board of Directors of the Company shall so require and a notice by the Company shall so state), such shares shall be redeemed by the Company at the applicable Repurchase Price in cash as aforesaid.

2. The foregoing Articles of Amendment to the Articles of Incorporation were duly adopted and approved by the board of directors of the Corporation by unanimous written consent in lieu of a meeting, pursuant to Section 607.0821 of the Florida Business Corporation Act, as of May 21, 2001. Shareholder action was not required for adoption of this Amendment.

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