

P98000089650
COTTRELL, WARCHOL, MERCHANT & ROLLINGS, L.L.P.

LAW OFFICES
A FLORIDA LIMITED LIABILITY PARTNERSHIP
FEIN 59-2851736

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Court Appointed Arbitrator
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October 18, 2001

Corporate Records Bureau
Division of Corporations
Department of State
Tallahassee, Florida 32301

Attn: Corporate Division

RE: J. MICHAEL WITHERINGTON, O.D., P.A.
Corporate Number P98000089650

Dear Sir or Madam:

Enclosed herewith are the original and one copy of the Amendment to the Articles of Incorporation of the above referenced corporation.

Please return a certified copy of the Amendment to this office. After the Amendment has been filed, would you please also forward a Certificate of Good Standing to our office. I have enclosed a check in the amount of \$96.25 (\$35.00 Amendment filing fee, \$52.50 Certified Copy fee, \$8.75 Certificate of Good Standing fee) to cover the costs of such.

Thank you for your cooperation in this matter.

Sincerely,



Harvey Rollings

HR:dmd

Encs.

900004645729--8
-10/19/01-01038-006
***\$96.25 ***\$52.50

FILED
01 OCT 19 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KRB
10/24

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
PURSUANT TO FLORIDA STATUTES 607.1001

OF

J. MICHAEL WITHERINGTON, O.D., P.A.

FILED
01 OCT 19 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby avers and affirms:

1. The name of the corporation is J. MICHAEL WITHERINGTON, O.D., P.A. Such corporation was formed on October 19, 1998.

2. Article I of the Articles of Incorporation has been amended to read as follows:

ARTICLE I. NAME

1. The name of the corporation shall be:
OptiExpress, Inc.

The address of the principal office of this corporation shall be 513 Cape Coral Parkway, West, Cape Coral, Florida, 33914, and the mailing address shall be the same.

3. This Amendment was adopted by all stockholders and directors of J. MICHAEL WITHERINGTON, O.D., P.A., on Oct. 18, 2001, by written consent.

ATTEST:

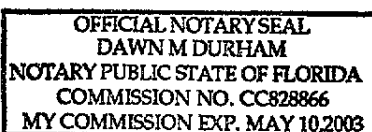
J. MICHAEL WITHERINGTON, O.D., P.A.

BY: [Signature], sec.
J. MICHAEL WITHERINGTON,
Secretary

BY: [Signature] pres.
J. MICHAEL WITHERINGTON,
President

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 18th day of October, 2001, by J. MICHAEL WITHERINGTON, as President and Secretary of OptiExpress, Inc., formerly known as J. MICHAEL WITHERINGTON, O.D., P.A., a corporation, on behalf of the corporation. The above is personally known to me or has produced 11a as identification and who did/did not take an oath.



[Signature]
Notary Public
Print Name: Dawn M. Durham

My Commission Expires:

SHAREHOLDERS' AND DIRECTORS' WRITTEN CONSENT
TO AMENDMENT OF ARTICLES OF INCORPORATION OF
J. MICHAEL WITHERINGTON, O.D., P.A.

The undersigned being all of the directors and all of the shareholders of Caribe Ford Lincoln Mercury, Inc., entitled to vote with respect thereto, hereby consent to, authorize and adopt the following amendment to the Articles of Incorporation of J. MICHAEL WITHERINGTON, O.D., P.A.:

SUBSTITUTE THE FOLLOWING ARTICLE IN PLACE AND INSTEAD OF ARTICLE I OF THE EXISTING ARTICLES OF INCORPORATION:

AMENDMENT

ARTICLE I-NAME

1. The name of the corporation shall be:
OptiExpress, Inc.

The address of the principal office of this corporation shall be 513 Cape Coral Parkway West, Cape Coral, Florida, 33914, and the mailing address shall be the same.

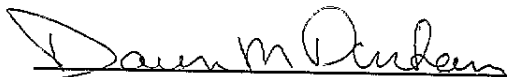
END OF AMENDMENT

IN WITNESS WHEREOF, the undersigned being all of the directors and shareholders of OptiExpress, Inc., formerly known as J. MICHAEL WITHERINGTON, O.D., P.A. have hereunto executed the above written consent to the amendment of Articles of Incorporation on this 18 day of Oct, 2001.


J. MICHAEL WITHERINGTON

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledge before me this 18th day of October, 2001, by J. MICHAEL WITHERINGTON, who is personally known to me or who produced n/a as identification and who did take an oath.


Notary Public
Print Name: Dawn M. Durham

My Commission Expires:

