

CT CORPORATION SYSTEM

F01000001187

CORPORATION(S) NAME

(1) RxEyes Inc. (2) ~~Inter Corp~~ (3) ~~Eli Lilly Pharmaceuticals Inc.~~

FILED
MAR -1 PM 3:31
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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-03/02/01--01001--016
*****78.75 *****78.75

- Profit Amendment Merger
- Nonprofit
- Foreign Dissolution/Withdrawal Mark
- Limited Partnership Reinstatement
- LLC Annual Report Other
- Fictitious Name Change of RA
- Certified Copy Photocopies UCC CUS
- Call When Ready Call If Problem After 4:30
- Walk In Will Wait Pick Up
- Mail Out

Name _____
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

3/1/01

M.S.

Order#: 372023

Ref#:

Amount: \$

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 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 2001 MAR -1 PM 3:37
 NOT INTENDED
 TO ACKNOWLEDGE
 SUFFICIENCY OF FILING

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

MS
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IF COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

SECRETARY OF STATE
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TALLAHASSEE, FLORIDA

1. RxEyes, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviation of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 13-403-8074
(FEI number, if applicable)
4. 4/15/98
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. February 26, 2001
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 AND 817.155, F.S.)
7. 1680 Michigan Avenue, Suite 700
Miami, Florida 33139
(Current mailing address)
8. To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar and accept the obligations of my position as registered agent.

CT Corporation System
Connie Bryan **CONNIE BRYAN**
SPECIAL ASSISTANT SECRETARY
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Name and addresses of officers and/or directors: (Street address ONLY -P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Director: **Michael Ferrari**
Address: c/o Corporate Technology Development
1680 Michigan Avenue, Suite 700
Miami, Florida 33139

Director: **Steve H. Kanzer**
Address: c/o Corporate Technology Development
1680 Michigan Avenue, Suite 700
Miami, Florida 33139

Director: **Nicholas Stergiopoulos**
Address: c/o Corporate Technology Development
1680 Michigan Avenue, Suite 700
Miami, Florida 33139

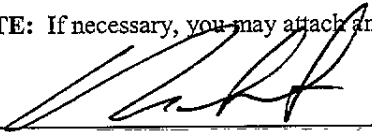
B. OFFICERS (Street address only - P.O. Box NOT acceptable)

Secretary: **Steve H. Kanzer**
Address: c/o Corporate Technology Development
1680 Michigan Avenue, Suite 700
Miami, Florida 33139

Treasurer: **Nicholas Stergiopoulos**
Address: c/o Corporate Technology Development
1680 Michigan Avenue, Suite 700
Miami, Florida 33139

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.


(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. **Nicholas Stergiopoulos, Treasurer**

(Typed or printed name and capacity of person signing application)

01 MAR - 1 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RXEYES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
01 MAR -1 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 0996284

DATE: 02-28-01

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