

Division of Corporations

Page 1 of 2

P 99000030350

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000007728 1)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : VINCENT J. OWOC, P.A.
Account Number : 110271001116
Phone : (954) 680-8000
Fax Number : (954) 680-6241

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
99 APR - 1 AM 9:18
FILED

FLORIDA PROFIT CORPORATION OR P.A.

MEDICAL OPTICS INTERNATIONAL, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 06 |
| Estimated Charge | \$70.00 |

(w7814)

4/2/99

H990000077281

ARTICLES OF INCORPORATION

OF

MEDICAL OPTICS INTERNATIONAL, INC.

The undersigned, desiring to form a corporation under the provisions of the Laws of the State of Florida, hereby makes, adopts, subscribes and acknowledges before a Notary Public, and files with the Secretary of State of the State of Florida, the following Articles of Incorporation for such corporation:

ARTICLE ONE

Name

The name of the corporation is MEDICAL OPTICS INTERNATIONAL, INC.

ARTICLE TWO

Mailing Address and Principal Office

The mailing address and principal office of the corporation is 1355 West Palmetto Park Road, Suite 108, Boca Raton, Florida 33486.

ARTICLE THREE

Purpose

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE FOUR

Capitalization

The aggregate number of shares which the corporation is authorized to issue is 1000 shares of Common Stock. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

H990000077281

FILED
99 APR - 1 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H990000077281

ARTICLE FIVE**Pre-emptive Rights**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE SIX**Registered Office and Agent**

The street address of the initial registered office of the corporation is 1355 West Palmetto Park Road, Suite 108, Boca Raton, FL 33486, and the name of its initial registered agent at that address is CHRISTINE MASSA. Notwithstanding the above, this corporation may move the principal office to any other address.

ARTICLE SEVEN**Incorporator**

The name and address of the incorporator is:

CHRISTINE MASSA, 1355 West Palmetto Park Road, Suite 108, Boca Raton, Florida 33486.

ARTICLE EIGHT**Directors**

The initial board of directors of the corporation shall consist of one director and such director shall hold office for the first year of the corporation's existence, or until a successor has been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased by the bylaws of the corporation but shall never be less

H990000077281

H990000077281

than one. The name and address of the initial director is:

CHRISTINE MASSA, 5327 Park Place Circle, Boca Raton, Florida 33486.

ARTICLE NINE

Indemnification

The corporation shall indemnify any officer, director, employee or agent, or any former officer, director, employee or agent, to the full extent permitted by law.

ARTICLE TEN

By-laws

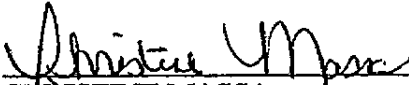
The shareholders of the corporation shall have the power to adopt, alter, amend or repeal the by-laws of the corporation.

ARTICLE ELEVEN

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29 day of March, 1999.

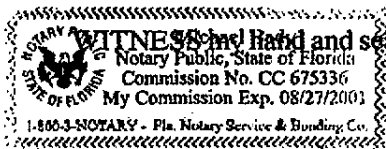

CHRISTINE MASSA

H990000077281

H990000077281

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared, CHRISTINE MASSA, who is personally known to me or who has produced a Florida Driver's License as identification and who, after being by me first duly cautioned and sworn, deposes and says under oath that he is the party to the foregoing Articles of Incorporation and he executed such articles voluntarily, and that the facts therein are true.



My commission expires: 8/27/2001

WITNESSE my hand and seal at Davie, Florida, the day and date first above set forth.

[Signature]

Notary Public, State of Florida

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 29 day of March, 1999.

REGISTERED AGENT:

Christine Massa

H990000077281

H990000077281

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **MEDICAL OPTICS INTERNATIONAL, INC.**
2. The name and address of the registered agent and office is:

CHRISTINE MASSA
1355 WEST PALMETTO PARK ROAD
SUITE 108
BOCA RATON, FL 32486

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


CHRISTINE MASSA

DATE : March 29, 1999

FILED
99 APR - 1 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA