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Amended & Restated Articles

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1.) Continuing Education in Ophthalmology, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
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**ARTICLES OF AMENDMENT AND RESTATEMENT RESPECTING
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
CONTINUING EDUCATION IN OPHTHALMOLOGY, INC.
(A CORPORATION NOT-FOR-PROFIT)**

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment adopted:

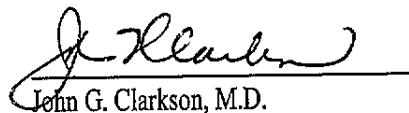
The Articles of Incorporation of Continuing Education in Ophthalmology, Inc., a Florida not for profit corporation (the "Corporation"), filed with the Florida Secretary of State on September 11, 1967, as amended by Certificate filed with the Florida Secretary of State on June 17, 1976, are hereby replaced entirely by the Amended and Restated Articles of Incorporation of Continuing Education in Ophthalmology, Inc. attached hereto and made a part hereof.

SECOND: The date of adoption of the amendment was ~~June~~ July 18, 2001.

THIRD: The members of the Corporation were entitled to vote on the amendments. The Amended and Restated Articles of Incorporation were adopted unanimously by all of the members of the Corporation on ~~June~~ July 18, 2001.

Dated: ~~June~~ July 18, 2001.

The undersigned being a member of the Board of Directors of Continuing Education in Ophthalmology, Inc., and the President thereof.



John G. Clarkson, M.D.

Director and President of Continuing Education
in Ophthalmology, Inc.

[CORPORATE SEAL]

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CONTINUING EDUCATION IN
OPHTHALMOLOGY, INC.
(A NOT FOR PROFIT FLORIDA CORPORATION)**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
CONTINUING EDUCATION IN OPHTHALMOLOGY, INC.
A Not for Profit Florida Corporation**

In compliance with the requirements of the Laws of the State of Florida, the following are the Amended and Restated Articles of Incorporation (the "Articles") of Continuing Education In Ophthalmology, Inc. (the "Corporation").

1. **Name.** The name of the Corporation is Continuing Education In Ophthalmology, Inc.
2. **Principal Office.** The principal office of the Corporation shall be located at 1638 Northwest 10th Avenue, Miami, Florida 33136 and subsequently at such other place as the Board of Directors of the Corporation may choose.
3. **Purpose.** The Corporation is organized and shall be operated for charitable, scientific and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent law (the "Code") including, but not limited to, the sponsorship and conduct of seminars, lectures and courses, and the publication and distribution of scholarly writings relating to the field of Ophthalmology, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof, exclusively, for the benefit of (within the meaning of Section 509(a)(3)(A) of the Code) the Department of Ophthalmology ("Department") of the School of Medicine of the University of Miami (the "University"); provided, however, that in the event the Department ceases to exist or the University is no longer qualified under the provisions of Sections 501(c)(3), 509(a)(1) and 170(b)(1)(A)(ii) of the Code then, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific or educational purposes relating to the branch of medical science known as ophthalmology.
4. **Number and Election of Directors.** The number of Directors shall be not fewer than three (3) nor more than seven (7). The Board of Directors (the "Board") shall be elected and/or appointed as provided in the By-Laws of the Corporation.
5. **Members.** The Corporation shall have no members.
6. **Powers.** The affairs of the Corporation shall be managed by its Board of Directors. The Corporation, by and through its Board of Directors, shall have the following powers:
 - 6.1. To enter into contracts with any person or entity for any purpose consistent with the objectives of the Corporation.

6.2. To borrow money and enter into debt when necessary for the transaction of its business or for the exercise of its corporate rights; to issue promissory notes, debentures and other obligations, secured or unsecured, for monies borrowed or in payment for property acquired; and to secure the same by mortgage, pledge or other lien upon any or all of the property, rights, and/or privileges of the Corporation.

6.3. To acquire, own, handle and hold for investment shares of stock in other corporations.

6.4. To have one or more offices, conduct its business and promote its non-profit purposes within the State of Florida without restriction as to place or amount.

6.5. To rent, lease, purchase or trade such real or personal property as is necessary to effectuate the accomplishment of its not for profit purposes.

6.6. To use and apply the income of the Corporation for furtherance of the Department.

6.7. Except as otherwise limited in these Articles, to perform any other act and to exercise any other power permitted to a not for profit corporation under the laws of the State of Florida; provided, however, that in no event shall the Corporation be empowered to take any action prohibited to not for profit corporations by Florida law or which is not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(a) of the Code as an organization described in Sections 501(c)(3) and 509(a)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(a) of the Code, as being to an organization referred to in Section 170(c)(2) of the Code.

7. **Limitations.** The following additional provisions for the regulation of the business of the Corporation and for the conduct of its affairs are hereby adopted as a part of these Articles:

7.1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Member (and no Member shall be entitled to share in the distribution of the corporate assets on dissolution of the Corporation) or any of the Corporation's directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of its exempt purposes. The Corporation may also reimburse any Officer or Director for actual expenses reasonably incurred or disbursements reasonably made on behalf of the Corporation. No Director may vote upon any contract or other transaction in which such Director holds any personal interest.

7.2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

8. **Duration.** The Corporation shall have perpetual existence.

9. **Registered Agent and Registered Office.** The street address of the Registered Office of Association is 200 S. Biscayne Boulevard, Suite 3410, Miami, Florida 33131. The name of the Registered Agent of Association is:

PATRICIA KIMBALL FLETCHER, P.A.

10. **Amendment.** These Articles may be amended upon the affirmative vote of two-thirds (2/3) of the Board at any meeting of the Board, provided that not less than ten (10) days written notice by mail shall have been given to the members of the Board setting forth the proposed amendment, but such notice may be waived by any member of the Board.

ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

The undersigned, Patricia Kimball Fletcher, P.A., hereby accepts appointment as the Resident Agent for Continuing Education In Ophthalmology, Inc., a Florida not for profit corporation, and does agree to accept service of process on behalf of the Corporation and to forward same to the appropriate corporate officer. The undersigned is familiar with and accepts the obligations provided for in Florida Statutes Section 617.0503.

WITNESS my hand this 27th day of August, 2001.

Patricia K Fletcher
PATRICIA KIMBALL FLETCHER, P.A.