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(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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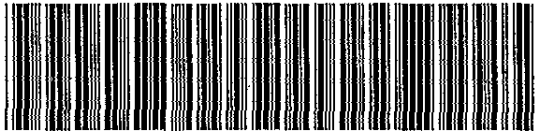
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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Project Orbis International, Inc.
(Name of Corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Clifford Perlman, Esq.
(Name of Person)

Perlman & Perlman, Esqs.
(Firm/Company)

41 Madison Avenue, 40th Floor
(Address)

New York, New York 10010
(City/State and Zip Code)

For further information concerning this matter, please call:

Clifford Perlman, Esq. at (212) 889-0575
(Name of Person) (Area Code & Daytime Telephone Number)

W 04-29796

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STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 4, 2004

CLIFFORD PERLMAN, ESQ.
PERLMAN & PERLMAN, ESQS.
41 MADISON AVENUE, 40TH FLOOR
NEW YORK, NY 10010

SUBJECT: PROJECT ORBIS INTERNATIONAL, INC.
Ref. Number: W04000029796

We have received your document for PROJECT ORBIS INTERNATIONAL, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the names and street addresses of the officers and directors of the corporation on the form/application.

Although attachments are allowed, your attachment does not include addresses for the officers and directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 404A00048631

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PERLMAN & PERLMAN, LLP

ATTORNEYS AT LAW

41 MADISON AVENUE

40TH FLOOR

NEW YORK, NEW YORK 10010-2202

WWW.PERLMANANDPERLMAN.COM

TELEPHONE (212) 689-0575

FACSIMILE (212) 743-8120

BERNARD PERLMAN
1922-1991

SETH PERLMAN
CLIFFORD PERLMAN
DAVID G. SAMUELS

DANIEL R. ALCOTT
OF COUNSEL

MANHASSET OFFICE:

138 HEMLOCK ROAD

MANHASSET, NEW YORK 11030

TELEPHONE (516) 365-0666

FACSIMILE (516) 365-7293

ARIZONA OFFICE:

1351 N. PLEASANT DR., SUITE 2119

CHANDLER, ARIZONA 85225

TELEPHONE (480) 699-8270

FACSIMILE (480) 699-8271

PLEASE REPLY TO:

New York Office

September 21, 2004

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314
Attention: Lee Rivers
Document Specialist

Re: Project Orbis International, Inc.
Reference #: W04000029796
Letter #: 404A00048631

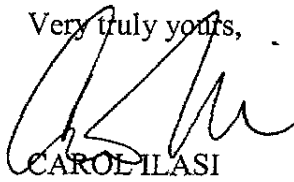
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Dear Ms. Rivers:

In response to your letter of August 4, 2004, (copy of which is enclosed), we are submitting the original filing together with a revised rider showing the list of Board of Directors as well as the fact that the address for all of the Directors is 520 8th Avenue, 11th Floor, New York, New York 10018. We hope the enclosed revised information meets with your approval and allows for processing of our client's application for authorization to conduct it's affairs in Florida.

Thank you for your efforts in this matter.

Very truly yours,



CAROL ILASI
Legal Assistant

CI:jw

APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

- 1. Project Orbis International, Inc.
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations 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. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. New York (State or country under the law of which it is incorporated)
3. 23-7297651 (FEI number, if applicable)
4. March 30, 1973 (Date of Incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")
6. June 15, 2004 (Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 817.155, F.S.)
7. 580 Eighth Avenue, 11th Floor, New York, New York 10018 (Principal office address)
Same (Current mailing address)

8. To fight blindness through quality eye care, education and treatment (Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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

Name: Valerie J. Sherlock
Office Address: 139 North County Road, Unit 20-C
Palm Beach, Florida 33480
(City) (Zip Code)

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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 with and accept the obligations of my position as registered agent.

Valerie J. Sherlock (Registered agent's signature)
Valerie J. Sherlock

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. Names and addresses of officers and/or directors:

SEE RIDER ATTACHED

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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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. _____
Mohan J. Thazhathu, Chief Operating Office
(Typed or printed name and capacity of person signing application)



ORBIS INTERNATIONAL LEADERSHIP

ORBIS INTERNATIONAL BOARD OF DIRECTORS

Mr. Albert L. Ueltschi, <i>Chairman</i>	Hon. Oliver I. Foot	Mr. Terence F. Markey
Peter P. Mullen, Esq., <i>Secretary</i>	Ms. Jacquelyn A. Fouse	Mr. Richard C. E. Morgan
Mr. Langdon P. Cook, <i>Treasurer</i>	Mr. Gerald Greenwald	Mr. Arnold D. Palmer
Mr. Donald O. Barber	Ms. Dina Merrill Hartley	Mr. Lawrence J. Ramer
Mr. Edward T. Cloonan	Mr. Thomas Knight, Jr.	Dr. Frederick W. Telling
Ms. Betsy Trippe DeVecchi	Mr. Raymond R. Knowland	Mr. J. Virgil Waggoner
Mr. Desmond G. FitzGerald	Mr. Richard T. Lewis	

Board members can be reached by contacting ORBIS Headquarters:

Mohan Jacob Thazhathu
520 8th Avenue, 11th Floor
New York, NY 10018 USA
phone: 1-646-674-5500
fax: 1-646-674-5599
email: info@orbis.org

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ORBIS INTERNATIONAL MANAGEMENT TEAM

Mr. Mohan Jacob Thazhathu Chief Operating Officer	Adam R. Zayan, M.D., MPH Senior Vice President, Program; & Medical Director	Ms. Pam Williams-Jones Executive Director, ORBIS Charitable Trust, UK
Ms. Mania Boyder Senior Vice President, Development & Communications	Mr. Paul Forrest Director, ORBIS Hong Kong Office	Khairul Islam, M.D. Country Director, Bangladesh
Eugene M. Helveston, M.D. Senior Vice President, Telemedicine		

ORBIS INTERNATIONAL OFFICES AND AFFILIATES

ORBIS Headquarters
Mohan Jacob Thazhathu
520 8th Avenue, 11th Floor
New York, NY 10018 USA
phone: 1-646-674-5500
fax: 1-646-674-5599
email: info@ny.orbis.org

ORBIS Houston
Valerie Sherlock
Valerie Sherlock & Associates
5050 Ambassador Way, #101
Houston, Texas 77056
phone: 1-713-965-0828
fax: 1-713-965-0072

ORBIS Hong Kong
Paul Forrest
Room 12, 1/F, Victoria Centre
15 Watson Road
North Point, Hong Kong
phone: 852-2877-9373
fax: 852-2877-1297
email: enquiries@hk.orbis.org

ORBIS Canada
Pauline Tardif
880 Wellington, Suite 500
Ottawa, Ontario K1R 6K7 Canada
phone: 1-613-241-7654
fax: 1-613-241-6933
email: orbis@on.aibn.com

ORBIS Charitable Trust – UK
Pam Williams-Jones
4F, Fergusson House
124-128 City Road
London, EC1V 2NJ
United Kingdom
phone: 44-207-608-7260
fax: 44-207-253-8483
email: info@uk.orbis.org

ORBIS France
Dominique Thouin
8 rue Noel Ballay
75020 Paris France
phone: 33-1-40-09-09-09
fax: 33-1-40-09-09-12
email: orbisfr@aol.com

ORBIS Taiwan Republic of China
Cliff Chien
3F, 118 Tun Hua North Road
Taipei, Taiwan 105 ROC
phone: 886-2-2546-5046
fax: 886-2-2546-5071
email: orbisr@ms38.hinet.net

PROGRAM OFFICES

Bangladesh
Khairul Islam
ORBIS International
Rangs Barnali
Apartment No. B4 & C4 (4th Floor)
Plot No. 1, Road No. 137
Gulshan, Dhaka - 1212
Bangladesh
phone: 880-2-8858033 or 8858050
fax: 880-2-8820284
email: orbis.bangladesh@orbisbd.org

China
LeShan Tan
ORBIS International
555 Xujiahui Road, Ste B, 19th F
Guangdong Development Bank Tower
Shanghai, 200023 China
phone: 86-21-6390-1417
fax: 86-21-6390-1419
email: orbischina@sh.orbis.org

Ethiopia
Wonda Alemayehu
ORBIS International
P.O. Box 23508, Code 1000
Addis Ababa, Ethiopia
phone: 251-1-620-996 or 620-997
fax: 251-1-620-995
email: orbiseth@telecom.net.et

India
G. Venkateswara Rao
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C-10, Second Floor, Gulmohar Park
New Delhi - 110 049 India
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fax: 91-11-656-7871
email: general@orbisindia.org

Vietnam
Richard Millar
ORBIS International
19 Hue Lane, Hue Street
Hanoi, Vietnam
phone: 844-976-2328
fax: 844-978-1671
email: ORBISvn@hn.vnn.vn

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State of New York } ss:
Department of State

I hereby certify, that the Certificate of Incorporation of PROJECT ORBIS INTERNATIONAL, INC. was filed on 03/30/1973, under the name of PROJECT ORBIS, INC., as a Not-for-Profit Corporation and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment PROJECT ORBIS, INC., changing its name to PROJECT ORBIS INTERNATIONAL, INC., was filed 01/22/1993.



Witness my hand and the official seal
of the Department of State at the City
of Albany, this 30th day of June
two thousand and four.

A handwritten signature in black ink, appearing to read "R. A. DeS...".

Secretary of State

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