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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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-06/29/99--01042--004

122.50 **78.75

W99-15466

SUBJECT: GLOBAL EYECARE MANAGEMENT, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

(Name of Person)

LAWRENCE E. STICKNEY, ESQ.

(Firm/Company)

WALKER, WRIGHT, TYLER & WARD, LLP
626 WILSHIRE BOULEVARD, SUITE 900

(Address)

LOS ANGELES, CALIFORNIA 90017-3209

(City/State/Zip)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Should you need to call someone concerning this matter, please call:

LAWRENCE E. STICKNEY
(Name of Person)

at (213) 629-3571
(Area Code & Daytime Telephone Number)

mtu

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COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 2, 1999

LAWRENCE E. STICKNEY
WALKER, WRIGHT, TYLER & WARD, LLP
626 WILSHIRE BLVD, STE 900
LOS ANGELES, CA 90017-3209

SUBJECT: GLOBAL EYECARE MANAGEMENT, INC.
Ref. Number: W99000015466

We have received your document for GLOBAL EYECARE MANAGEMENT, INC. and your check(s) totaling \$122.50. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$9,465.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 699A00034962

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

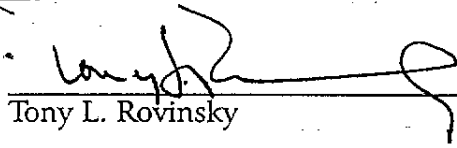
AFFIDAVIT

State of California)
) ss.
County of San Bernardino)

Tony L. Rovinsky, being first duly sworn, makes the following statements under oath:

1. I am a duly elected Director and the Treasurer of Global Eyecare Management, Inc., a California corporation ("Applicant").
2. On or about June 28, 1999 Applicant filed an Application for Authorization to Transact Business in Florida (the "Application") with the Florida Department of State.
3. Item 6 of the Application contained a typographical error and erroneously stated that Applicant first transacted business in Florida on July 1, 1991.
4. Applicant is a newly-formed California corporation that has not yet transacted business in the State of Florida or any other state.
5. The Application should have stated "Such date after July 1, 1999 as Applicant has received authorization from the Florida Department of State to transact business in the State of Florida."

Dated: July 13, 1999


Tony L. Rovinsky

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Subscribed and sworn to before me on July 13, 1999

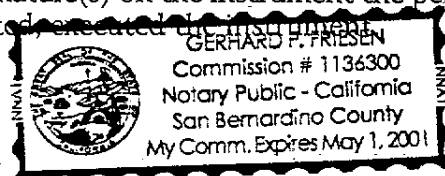
CERTIFICATE OF ACKNOWLEDGMENT OF NOTARY PUBLIC

State of California)
) ss.
County of San Bernardino)

On July 13, 1999, before me, personally appeared Tony L. Rovinsky, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.


Notary Public



(This area for official notarial seal)

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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

1. **GLOBAL EYECARE MANAGEMENT, INC.**
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "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.)
2. CALIFORNIA
(State or country under the law of which it is incorporated)
3. 33-0852521
(FEI number, if applicable)
4. March 26, 1999
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. July 1, 1991
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 2000 Market Street
Riverside, California 92501
(Current mailing address)
8. **Provision of Management Services to Medical Practices.**
(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)**

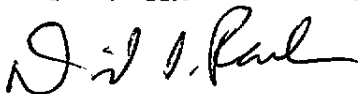
Name: CT Corporation System

Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.



(Registered agent's signature)

DAVID I. FARBER
ASSISTANT SECRETARY

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: (Street address **ONLY**- P. O. Box **NOT** acceptable)

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

Chairman: Kali P. Chaudhuri, M.D.

Address: 2000 Market Street, Riverside, California 92501

Vice Chairman: None

Address: _____

Director: William P. Blase, M.D.

Address: 2000 Market Street, Riverside, California 92501

Director: Mr. Tony L. Rovinsky

Address: 2000 Market Street, Riverside, California 92501

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

President: William P. Blase, M.D.

Address: 2000 Market Street

Riverside, California 92501

Vice President: None

Address: _____

Secretary: William Thomas, Esq.

Address: 2000 Market Street
Riverside, California 92501

Treasurer: Tony L. Rovinsky

Address: 2000 Market Street
Riverside, California 92501

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. William P. Blase, M.D., President

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

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DIVISION OF RECORDS

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That on the 26TH day of MARCH, 19 99,

GLOBAL EYECARE MANAGEMENT, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation, nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

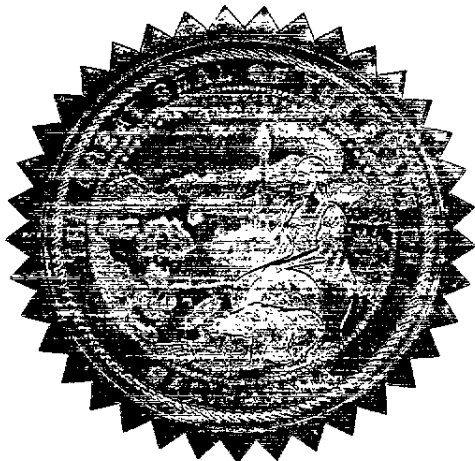
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

23RD OF JUNE, 1999



Bill Jones

Secretary of State