

KETCHY HORAN, P.A.
ATTORNEYS AT LAW

PHILLIP A. BALIMANN*
TAE KELLEY BRONNER
ALFRED A. COLBY
SARAH H. DENNIS
SHARON A. DRUCKER
STEVEN L. HEARN*
MICHAEL P. HORAN*
CHARLES F. KETCHY, JR.*
JEANNE Z. MCLEAN
JOHN B. NEUKAMM*

* Board Certified Wills, Trusts and Estates
□ Board Certified Business Bankruptcy—
American Board of Certification
° Board Certified Civil Trial
* Board Certified Business Litigation
• Board Certified Real Estate
△ Certified Circuit Court Mediator
▲ Certified Mediator—Bankruptcy,
Circuit and Federal Courts

G50240

100 NORTH TAMPA STREET
SUITE 1900
TAMPA, FLORIDA 33602-5145
TELEPHONE (813) 223-9395
FACSIMILE (813) 221-1348

1647 SUN CITY CENTER PLAZA
SUITE 200
SUN CITY CENTER, FLORIDA 33573
TELEPHONE (813) 633-1200

MAILING ADDRESS:
POST OFFICE BOX 500
TAMPA, FLORIDA 33601-0500

December 17, 1998

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Corporate Records Bureau
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

Re: Filing of Articles of Dissolution for Johnson Eye Institute Surgery Center, Inc.

Dear Sir or Madam:

Enclosed are the Articles of Dissolution for Johnson Eye Institute Surgery Center, Inc, together with an executed copy of the Action by Written Consent of the Stockholders and Board of Directors of Johnson Eye Institute Surgery Center, Inc. As set forth on the enclosed documents, the effective date of the dissolution was December 17, 1998. I have also enclosed a check in the amount of \$122.50 to cover the following fees:

Fee for filing Articles of Dissolution	\$ 35.00
Fee for certified copy of Articles of Dissolution	<u>52.50</u>
TOTAL	\$ 87.50

After filing, please forward a certified copy of the Certificate of Dissolution to this office.

Thank you for your cooperation in this matter. If you have any questions or comments, please let me know.

Sincerely,

John B. Neukamm

Enclosures

cc: Dr. and Mrs. David A. Johnson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF DISSOLUTION OF
JOHNSON EYE INSTITUTE SURGERY CENTER, INC.**

The undersigned President and Secretary of Johnson Eye Institute Surgery Center, Inc., a Florida corporation (the "Corporation"), hereby make, acknowledge and file with the Secretary of State of Florida these Articles of Dissolution for the purpose of dissolving the Corporation in accordance with the laws of the State of Florida.

I. THE NAME OF THE CORPORATION

The name of the Corporation to be dissolved is Johnson Eye Institute Surgery Center, Inc.

II. THE NAMES AND ADDRESSES OF ITS OFFICERS

The Officers of the Corporation are:

President:	David A. Johnson, M.D. c/o NewLight Eye Laser Center 2119 West Brandon Boulevard, Suite A Brandon, Florida 33511
Secretary/Treasurer:	Debra A. Johnson c/o NewLight Eye Laser Center 2119 West Brandon Boulevard, Suite A Brandon, Florida 33511

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TALLAHASSEE, FLORIDA

III. THE NAMES AND ADDRESSES OF ITS DIRECTORS

The sole Directors of the Corporation are:

David A. Johnson, M.D. c/o NewLight Eye Laser Center 2119 West Brandon Boulevard Suite A Brandon, Florida 33511	Debra A. Johnson c/o NewLight Eye Laser Center 2119 West Brandon Boulevard Suite A Brandon, Florida 33511
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IV. DISCHARGE OF LIABILITY

All of the liabilities of the Corporation have been satisfied and discharged or adequate provision has been made for the satisfaction or discharge of such liabilities prior to the filing of these Articles of Dissolution.

V. DISTRIBUTION OF ASSETS

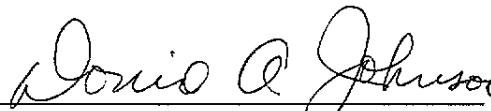
All the remaining property and assets of the Corporation have been distributed to its shareholders in accordance with their rights and interest.

VI. PENDING ACTION

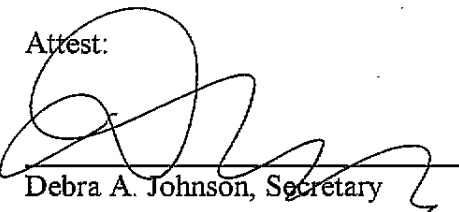
There are no legal actions of any kind pending against the Corporation in any court as of the filing of these Articles of Dissolution.

VII. WRITTEN CONSENT TO DISSOLVE

Attached to these Articles of Dissolution is an executed copy of an Action by Written Consent of the Stockholders and Board of Directors of the Corporation which acts upon and approves the liquidation and dissolution of the Corporation as of December 17, 1998.

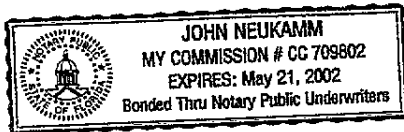

David A. Johnson, M.D., President

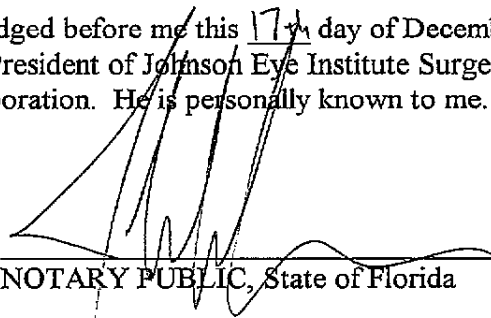
Attest:


Debra A. Johnson, Secretary

(SEAL)

The foregoing instrument was acknowledged before me this 17th day of December, 1998, by David A. Johnson, M.D., in his capacity as President of Johnson Eye Institute Surgery Center, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me.





NOTARY PUBLIC, State of Florida

Notary's Printed Name

My Commission Expires:

AAC\02\1217

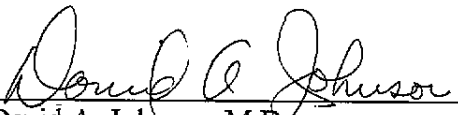
**ACTION BY WRITTEN CONSENT OF THE
STOCKHOLDERS AND BOARD OF DIRECTORS OF
JOHNSON EYE INSTITUTE SURGERY CENTER, INC.**

The undersigned, being all of the stockholders and directors of Johnson Eye Institute Surgery Center, Inc. (the "Corporation"), hereby adopt the following resolutions pursuant to the provisions of Sections 607.0704 and 607.0821, Florida Statutes, in lieu of any annual or special meeting provided for in the Bylaws or otherwise:

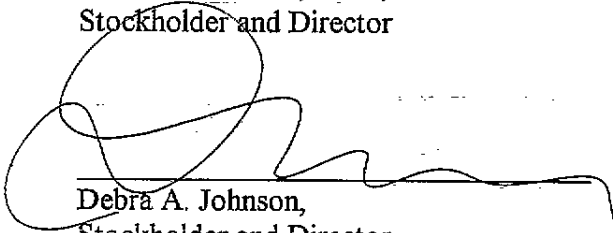
RESOLVED that, effective immediately, the Corporation hereby is liquidated and the officers of the Corporation hereby are authorized and directed to execute such documents and to take such further steps as they deem necessary or desirable to implement the orderly liquidation of the Corporation, including without limitation the execution of all documents necessary to transfer title to the assets of the Corporation to the stockholders thereof.

BE IT FURTHER RESOLVED that all loans, leases, sales, purchases, and other transactions, as well as all acts of the officers and directors of the Corporation previously done on behalf of the Corporation, are hereby ratified, confirmed and approved.

DATED as of the 17th day of December, 1998.



David A. Johnson, M.D.,
Stockholder and Director



Debra A. Johnson,
Stockholder and Director