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Profit NonProfit Limited Liability Domestication Other	AMENDMENTS Amendment Resignation of R.A. Officer/Director Change of Registered Agent Dissolution/Withdrawal Merger	Certificate of FICTITIOUS NAME FICTITIOUS NAMESEARCH
OTHER FILINGS Annual Report Fictitious Name Name Reservation Ordered By:	REGISTRATION/QUALIFICATION Foreign Limited Partnership Reinstatement Trademark Other	CORP SEARCH S 2

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

LESLIE A. TAVARES, M.D., P.A. BRANDON EYECARE CENTER

Pursuant to Section 621.13(4), Florida Statutes, Leslie A. Tavares, M.D., P.A. Brandon Eyecare Center, a Florida professional corporation organized under Chapter 621, Florida Statutes (the "Corporation"), hereby changes its business purpose from the rendering of professional services to the purposes herein provided and as a corporation organized for profit under the provisions of the Florida Business Corporation Act (the "Act"); and hereby amends and restates its Articles of Incorporation as follows:

ARTICLE 1 Name

The name of this Corporation is:

LESLIE A. TAVARES, M.D., INC.

ARTICLE 2 Purposes

The general nature of the business to be transacted by the corporation shall be to engage in any or all lawful business for which corporations may be incorporated under Florida law.

ARTICLE 3 Principal Office

The principal office and mailing address of this Corporation is: 206-A Buckingham Place, Brandon, Florida 33511.

ARTICLE 4 Shares

This Corporation is authorized to issue 7,500 shares of voting common stock, par value \$1.00 per share.

ARTICLE 5 Registered Office and Agent

The street address of the registered office of this Corporation is: 206-A Buckingham Place, Brandon, Florida 33511; and the name of the initial registered agent of this Corporation is: Leslie A. Tavares, M.D.

ARTICLE 6 Amendment

The stockholders reserve the right to amend, alter, change, or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on directors and officers herein are granted subject to this reservation.

ARTICLE 7 Indemnification

This Corporation may enter into indemnification agreements and adopt bylaw provisions for the indemnification of any director, officer, employee, or agent of the Corporation, or may provide, at the corporation's election, for indemnification of any director, officer, employee, or agent of the Corporation without agreement or bylaw provisions to the full extent permitted by law.

The change in the Corporation's business purpose and the foregoing amended and restated Articles of Incorporation were adopted by the unanimous written consent of the Corporation's board of directors and shareholders on January 13, 1998, which consent is sufficient for approval. No shareholder group is entitled to vote separately on the amended and restated Articles.

The Corporation is filing these Articles of Amendment to Articles of Incorporation pursuant to Section 621.13(4), Florida Statutes, and Section 607.1007 of the Act.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment to Articles of Incorporation the Manday of Landay , 1998.

LESLIE A. TAVARES, M.D.

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged and sworn to before me this the day of the local day, 1998, by Leslie A. Tavares, M.D. He is personally known to me.

NOTARY PUBLIC

My Commission Expires:

LESLIE A. TAVARES, M.D., INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Leslie A. Tavares, M.D., having been named as registered agent to accept service of process for the above named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

LESLIE A. TAVARES, M.D.

taylor/amndtav