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January 18, 2000

Florida Department of State
Division of Corporations
George Firestone Building
409 E. Gaines Street
Tallahassee, FL 32399

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-01/18/00--01080--031

*****25.00 *****25.00

Re: Filing of VisionAmerica Laser Center of Tampa Bay, L.L.C.

Dear Sir or Madame:

Attached hereto please find for filing with your agency the original and one copy of the Articles of Incorporation and the original and one copy of Certificate of Designation of Registered Agent/Registered Office for VisionAmerica Laser Center of Tampa Bay, L.L.C.

Also enclosed are two checks payable to the Florida Department of State. Check no. 19509 in the amount of \$100.00 is in payment of the filing fee for the articles of incorporation. Check no. 19510 in the amount of \$25.00 is in payment of the filing fee for the designation of registered agent.

Please do not hesitate to contact me with any questions or if additional information is necessary. Thank you for your anticipated cooperation.

Sincerely,
CARSON & ADKINS

John E. Griffin

John E. Griffin

enclosures

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APPROVED
AND
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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00 JAN 18 PM 2:56
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
VISIONAMERICA LASER CENTER OF TAMPA BAY, L.L.C.

Under Chapter 608, Florida Statutes ("Florida Limited Liability Company Act"), the undersigned, being a natural person of at least eighteen (18) years of age and acting as the organizer of the Limited Liability Company by these articles, certifies that:

ARTICLE I

Name

The name of the Limited Liability Company is VisionAmerica Laser Center of Tampa Bay, L.L.C.

ARTICLE II

Purpose

The purpose of the Limited Liability Company is to engage in any lawful act or activity for which limited liability companies may be organized under Section 608.403, Florida Statutes.

ARTICLE III

Address

The mailing address and street address of the principal office of the Limited Liability Company is:

3104 West Waters Avenue
Suite 204
Tampa, Florida 33614

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLE IV

Registered Agent and Registered Office

The name and Florida street address of the Limited Liability Company's registered agent is:

Sal Musumeci
3104 West Waters Avenue
Suite 204
Tampa, Florida 33614

ARTICLE V

Management

The Limited Liability Company is to be managed by a Board of Managers and is, therefore, a manager-managed company.

ARTICLE VI

Powers

The Limited Liability Company shall have all of the powers specified in Section 608.404, Florida Statutes.

In accordance with subsection 608.408 (3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Ronald L. Edmonds

Signature of a member or an authorized representative of a member

RONALD L. EDMONDS

Typed or printed name of signee

Vice President and authorized Representative
Omega Health Systems of Tampa, Inc.,
Member

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

VisionAmerica Laser Center of Tampa Bay, L.L.C.

2. The name and address of the registered agent and office is:

Sal Musumeci
(Name)

3104 West Waters Avenue

Suite 204

Tampa, Florida 33614

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

1/13/00
(Date)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED