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 CORPORATE ACCESS, INC.
 250 East 6th Avenue Tallahassee Florida 32303
 P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-2666

WALK IN

PICK UP 4/16/00 11:00

CERTIFIED COPY _____ **CUS** _____

PHOTO COPY _____ **FILING LLC** _____

1.) Park Avenue Ophthalmics, L.L.C.
 (CORPORATE NAME & DOCUMENT #)

2.) _____
 (CORPORATE NAME & DOCUMENT #)

3.) _____
 (CORPORATE NAME & DOCUMENT #)

4.) _____
 (CORPORATE NAME & DOCUMENT #)

5.) _____
 (CORPORATE NAME & DOCUMENT #)

FILED
 DEPARTMENT OF STATE
 TALLAHASSEE, FLORIDA
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 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA
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SPECIAL INSTRUCTIONS _____

**ARTICLES OF ORGANIZATION OF
PARK AVENUE OPHTHALMICS, L.L.C.**

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I - Name

The name of the limited liability company (hereinafter referred to as the "Limited Liability Company") is Park Avenue Ophthalmics, L.L.C.

ARTICLE II - Address

The mailing address and street address of the principal office of the Limited Liability Company is 1911 N. Mills Avenue, Orlando, Florida 32803.

ARTICLE III - Registered Agent, Registered Office & Registered Agent's Signature

The name and street address of the registered agent of the Limited Liability Company

G. Brock Magruder, M.D., P.A.
1911 N. Mills Avenue
Orlando, Florida 32803

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, and 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.



Registered Agent

ARTICLE IV - Management

The Limited Liability Company is to be managed by a member-manager, and the name and address of such member-manager who is to serve as manager until the first annual meeting of members or until a successor is elected and qualified is:

G. Brock Magruder, M.D., P.A.
1911 N. Mills Avenue
Orlando, Florida 32803

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ARTICLE V - Admission of Additional Members

The right of the members to admit additional members and the terms and conditions of the admissions shall be by unanimous consent of all of the members.

ARTICLE VI - Members' Rights to Continue Business

The right of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be governed by the written Regulations of the Limited Liability Company.

ARTICLE VII - Limitation on Agency Authority of Members

Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 4th day of April, 2000, which shall be effective upon filing with the Florida Secretary of State.

G. BROCK MAGRUDER, M.D., P.A.,
a Florida corporation, Manager

By: *G. Brock Magruder*
G. Brock Magruder, Sr., M.D., President

(In accordance with Section 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.)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA