

**CORPORATE
ACCESS,
INC.**

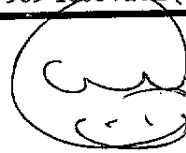
236 East 6th Avenue, Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 - Fax (850) 222-1666

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LC

1.) Park Avenue Ophthalmology, LLC

(CORPORATE NAME & DOCUMENT #)

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2.) (CORPORATE NAME & DOCUMENT #)

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4.) (CORPORATE NAME & DOCUMENT #)

5.) (CORPORATE NAME & DOCUMENT #)

RECEIVED
00 OCT 16 AM 10:19
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA
STATE SECRETARY OF STATE
TALLAHASSEE, FLORIDA
00 OCT 16 AM 9:15

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AND
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 16, 2000

CORPORATE ACCESS, INC.

SUBJECT: PARK AVENUE OPHTHALMICS, L.L.C.
Ref. Number: L0000003929

We have received your document for PARK AVENUE OPHTHALMICS, L.L.C. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following:

The articles of organization were filed on April 6, 2000. The amended and restated articles have June 26, 2000 as the date. Please amend your document. The fee to file the amended and restated articles is \$25.00. Please indicate if you would like a certified copy or a certificate of status.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 600A00054144

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00 OCT 17 4 19:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION OF
PARK AVENUE OPHTHALMICS, L.L.C.**

Pursuant to Florida Statutes, Section 608.411, Park Avenue Ophthalmics, L.L.C. (hereinafter referred to as the "Company"), hereby files its Amended and Restated Articles of Organization as the articles of organization of the Corporation, superseding the prior articles of organization originally filed on April 6 2000, said Amended and Restated Articles of Organization to be effective upon filing with the Florida Department of State.

The undersigned, being authorized to execute and file these Amended and Restated 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 9024 Great Heron Circle, Orlando, Florida 32836.

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

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

Karen Perry, O.D.
9024 Great Heron Circle
Orlando, Florida 32836

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

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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:

Karen Perry, O.D.
9024 Great Heron Circle
Orlando, Florida 32836

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

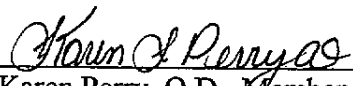
The right of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company 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.

The foregoing Amended and Restated Articles of Organization were authorized by affirmative vote of a majority of the members of the Company and are duly executed and being filed in accordance with Florida Statutes, Section 608.411.

IN WITNESS WHEREOF, I have signed these Amended and Restated Articles of Organization and acknowledged them to be my act this 2nd day of OCTOBER, 2000, which shall be effective upon filing with the Florida Secretary of State.


Karen Perry, O.D., Member-Manager

(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.)

00 OCT 1 11 09:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED
AND
FILED