

L00000003929

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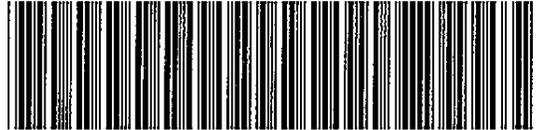
(Business Entity Name)

(Document Number)

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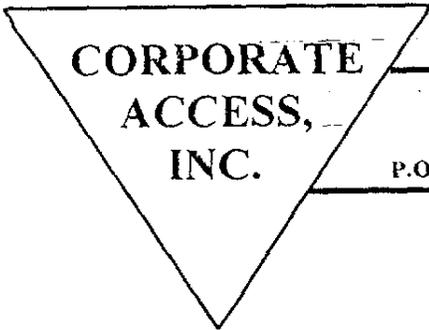
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DIVISION OF CORPORATIONS

L00-3929
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236 East 6th Avenue . Tallahassee, Florida 32303

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12/16/02 *Alinda*

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LLC Amend

1.) *Park Avenue Ophthalmics*
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

**CERTIFICATE OF AMENDMENT OF
 AMENDED AND RESTATED ARTICLES OF ORGANIZATION
 OF PARK AVENUE OPHTHALMICS, LLC,
 A FLORIDA LIMITED LIABILITY COMPANY**

THIS IS TO CERTIFY THAT:

FIRST: This Certificate amends the Amended and Restated Articles of Organization (the "Articles") of Park Avenue Ophthalmics, LLC, a Florida limited liability company, which Articles were originally filed with the Florida Department of State on April 6, 2000, and the assigned document number is L00000003929

SECOND: Article VIII of the Articles is hereby amended as follows:

ARTICLE VIII - Membership Units and Interest Ownership

The number of Membership Units which the LLC shall be authorized to issue is ten thousand (10,000). The Membership Units owned by each Member shall be as set forth below, and as may be amended from time to time.

<u>Member</u>	<u>Units</u>	<u>Interest</u>
G. Brock Magruder, M.D., P.A. 1911 N. Mills Avenue Orlando, FL 32803	100	1%
G. Brock Magruder, Sr., M.D. 1911 N. Mills Avenue Orlando, FL 32803	2,475	24.75%
John T. Lehr, M.D. 1911 N. Mills Avenue Orlando, FL 32803	2,475	24.75%
Michael P. Graham, M.D. 1911 N. Mills Avenue Orlando, FL 32803	2,475	24.75%
John A. Beneke, M.D. 1911 N. Mills Avenue Orlando, FL 32803	2,475	24.75%

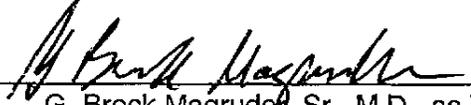
The owners of the Membership Units shall be entitled to the distribution of all assets of the Limited Liability Company.

THIRD: The foregoing amendment to the Articles was authorized by unanimous affirmative vote of the members of the Limited Liability Company.

FOURTH: The Articles are hereby ratified and confirmed in its entirety as amended by this Certificate.

IN WITNESS WHEREOF, this Certificate amending the Articles has been duly executed and is being filed in accordance with Florida Statutes, Section 608.411 F.S., this 5th day of December, 2002, to be effective upon filing with the Florida Department of State.

**G. BROCK MAGRUDER, M.D., P.A.,
A FLORIDA CORPORATION,
MEMBER-MANAGER**

By: 
G. Brock Magruder, Sr., M.D., as its
President