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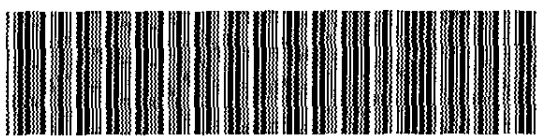
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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
FOR
GARFIELD A. MUNROE, M.D., P.L.**

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Article I. The name, document number and the original date of filing of the Florida Domestic Professional Limited Liability Company.

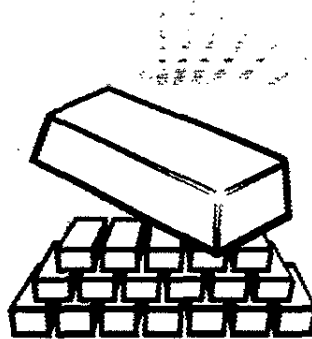
Section 1.01 The Name of the Florida Domestic Profit Limited Liability Company is **EYE M.D. ASSOCIATES, P.L.**

Section 1.02 The Florida Document Number is **L00000004774.**

Section 1.03 The date of filing of the original Articles of Organization was **20 APRIL 2000.**

Article II. **GARFIELD A. MUNROE, M.D., P.L.** shall amend and restate its Articles of Organization following F.S.A § 608.411.

**AMENDED AND RESTATED ARTICLES OF
ORGANIZATION
For
GARFIELD A. MUNROE, M.D., P.L.
(A Florida Domestic Professional Limited Liability Company)**



- 1.0 Delivery of the Amended and Restated Articles of Organization to the Florida Department of State**
- 1.1 Dr. Garfield A Munroe the Sole Member of this Company delivers these Amended and Restated Articles of Organization for a Florida Domestic Professional Limited Liability Company following F.S.A. § 608.4081, to the Florida Department of State.
- 2.0 The Name of this Florida Domestic Profit Limited Liability Company**
- 2.1 The name of this Florida Domestic Professional Limited Liability Company is **GARFIELD A. MUNROE M.D., P.L.**
- 3.0 The Mailing Address and Street Address of the Principle Office of this Florida Domestic Professional Limited Liability Company**

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3.1 The mailing address and street address of the principal office of this Florida Domestic Professional Limited Liability Company is 9009 PINES BLVD, PEMBROKE PINES, FL 33024-6440.

4.0 Duration

4.1 This Florida Domestic Professional Limited Liability Company shall dissolve 31 December 2000 as provided by the Operating Agreement of this Florida Domestic Professional Limited Liability Company unless amended the Majority-in-Interest of the Members of this Company in accordance with the Operating Agreement of this Company.

5.0 Purpose

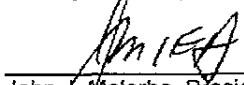
5.1 This Florida Domestic Professional Limited Liability Company will engage in ophthalmology or related health services as defined under F.S.A. §§ 621.03(1) and 621.03(3) and other related provisions under the Florida Professional Service Corporation and Limited Liability Company Act. No limited liability company under the Professional Service Corporation and Limited Liability Company Act shall engage in any business other than the rendering of professional services for which it is specifically organized; provided, however, nothing in this act or in any other provisions of existing Florida law applicable to Florida limited liability companies shall be interpreted to prohibit such a limited liability company from investing its funds in real estate, mortgages, stocks, bonds, mutual funds or any other type of investment, or from owning real or personal property necessary for the rendering of professional services.

6.0 The Name and Street Address of the Initial Registered Agent of this Florida Domestic Profit Limited Liability Company

6.1 The name of the initial registered agent of this Florida Domestic Profit Limited Liability Company is JUMPING JAX TAX, INC.

6.2 The street address of the initial and current Registered Agent of this Florida Domestic Profit Limited Liability Company is 1940 HARRISON ST., STE 201B, HOLLYWOOD, FL 33020-5072.

6.3 As registered agent, Jumping Jax Tax, Inc. accepts service of process for the above Florida Domestic Professional Limited Liability Company at the street address designated in these articles of organization. It accepts this appointment and agrees to act in this capacity. It further agrees to comply with the provisions of the Florida Limited Liability Company Act relating to the proper and complete performance of its duties. Jumping Jax Tax, Inc. is familiar with and accepts the obligations of registered agent for this Florida Domestic Professional Limited Liability Company.



John J. Walerba, President
Jumping Jax Tax, Inc.
Registered Agent

7.0 Management

7.1 Managed by Managers

7.1.1 This Florida Domestic Professional Limited Liability Company shall be Manager-Managed effective with the filing of these Amended and Restated Articles of Organization by unanimous consent of the Majority-in-Interest of the Members of this Company.

7.2 Delegation of Managers

7.2.1 DR. GARFIELD A. MUNROE SHALL BE DELEGATED AS THE MANAGER of this Company effective with the filing of these Amended and Restated Articles of Organization by unanimous consent of the Majority-in-Interest of the Members of this Company.

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- 7.2.2 Additional Managers shall be delegated by the Majority-in-Interest of the Members of this Company following the Operating Agreement for this Company.
- 7.3 The Board of Managers**
- 7.3.1 Formation of the Board of Managers**
- 7.3.1.1 A Board of Managers shall be formed following the Operating Agreement of this Company
- 7.3.1.2 The Board of Managers shall consist of at least 1 person who must be delegated by the Majority of Interest of the Members to exercise the enumerated powers within the Operating Agreement of this Company
- 7.3.1.3 The Term of a Manager on the Board of Managers shall be 5 years.
- 7.3.1.4 Managers shall be removed at any time by the affirmative vote of the Majority-in-Interest of the Members.
- 7.3.1.5 Action requiring the consent of Managers shall be taken without a meeting.
- 7.3.1.6 Action taken by the Board of Managers requires the supermajority (67% percent or more) of the Managers approve the action.
- 7.3.1.7 If there are no Managers on the Board of Managers, then the Majority-in-Interest of the Members shall determine the action.
- 7.3.1.8 There is no required annual meeting of the Board of Managers.
- 7.3.2 Fiduciary Responsibilities of the Board of Managers**
- 7.3.2.1 Each Manager on the Board of Managers owes a duty of loyalty as required by F.S.A. § 608.4225, subject to F.S.A. §§ 608.4226 and 608.423 as well as a duty of care to this Company and all of its Members. The duty of loyalty and duty of care includes, without limitation:
- 7.3.2.1.1 Accounting to the Company and holding as trustee for the Company any property, profit, or benefit derived by such Manager in the conduct, winding up of the businesses of the Company, or derived from a use by such Manager of Company property, including the appropriation of a Company opportunity.
- 7.3.2.1.2 Refraining from dealing with the Company in the conduct or winding up of the Company business as or on behalf of a party having an interest adverse to the Company.
- 7.3.2.1.3 Refraining from competing with the Company in the conduct of the Company business before the dissolution of the Company.
- 7.3.2.1.4 The duty of care is limited to refraining from engaging in grossly negligent or reckless conduct, intentional misconduct, or a knowing violation of law.
- 7.3.2.1.5 Each Manager shall discharge the duties to the Company and its Members under this Operating Agreement, the Amended and Restated Articles of Organization of this Company and the Florida Limited Liability Company Act; exercising any rights consistent with the obligation of good faith and fair dealing.
- 7.3.2.1.6 A Manager does not violate a duty or obligation under this Operating Agreement, the Amended and Restated Articles of Organization of this

Company and the Florida Limited Liability Company Act merely because the Manager's conduct furthers such Manager's own interest.

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7.3.2.1.7

A Manager may lend money to and transact other business with the Company. As to each loan or transaction, the rights and obligations of the Manager are the same as those of a person who is not a Member, subject to other applicable law.

7.3.2.1.8

In discharging a Manager's duties, a Manager is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

7.3.2.1.9

One or more Members or employees of this Company whom the Manager reasonably believes to be reliable and competent in the matters presented;

7.3.2.1.10

Legal counsel, public accountants, or other persons as to matters the Manager reasonably believes are within the persons' professional or expert competence; or a Manager may consider such factors as the Manager deems relevant, including the long-term prospects and interests of the Company and its Members, and the social, economic, legal, or other effects of any action on the employees, suppliers, customers of the Company, the communities and society in which the Company operates, and the economy of the Florida and the United States of America.

7.3.2.2

A Manager is not liable for any action taken as a Manager or any failure to take any action, if the Manager performed the duties of the Manager's position in compliance with this Operating Agreement, the Amended and Restated Articles of Organization of this Company and the Florida Limited Liability Company Act.

8.0 Officers

8.1

Officers of the Company shall be appointed by the Majority-in-Interest of the Members. The Company's Operating Agreement shall determine the number, titles, and duties of the Officers. There is no requirement by Florida Limited Liability Company Act for a Limited Liability Company to have Officers.

8.2

DR. GARFIELD A. MUNROE SHALL BE APPOINTED PRESIDENT of this Company by the Majority-in-Interest of the Members of this Company. He shall supervise the business operations of the Company, under the oversight of the Company's Board of Managers and the Company's Members. The President may exercise the enumerated powers under this Operating Agreement with restrictions imposed by the Board of Managers and the Members of this Company.

8.3

The Majority-in-Interest of the Members may appoint other officers as necessary.

9.0

The Effective Time and Date of Commencement of this Florida Domestic Professional Limited Liability Company

9.1

The effective time and date of commencement of this Florida Domestic Professional Limited Liability Company's existence was **20 April 2000**, pursuant to F.S.A. § 608.409(2).

10.0

Indemnification of Members, Managers, Registered Agents, Authorized Representatives, Employees, or Other Agents of the Florida Domestic Profit Limited Liability Company

10.1

This Florida Domestic Professional Limited Liability Company shall indemnify and hold harmless any member, any manager, any registered agent, any authorized representative, any employee or any other agent from and against all claims and demands whatsoever.

10.2

However, indemnification shall not be made to or on behalf of any member, any manager, any registered agent, any authorized representative, any employee, or any other agent if a


judgment or other final adjudication establishes the actions, or omissions to act, of such member, manager, registered agent, authorized representative, employee, or other agent were material to the cause of action so adjudicated and constitute a violation of criminal law, unless the member, the manager, the registered agent, the authorized representative, the employee, or the other agent had no reasonable cause to believe such conduct was unlawful, or the member, the manager, the registered agent, the authorized representative, the employee, or the other agent derived an improper personal benefit, or willful misconduct or a conscious disregard for the best interests of the Professional Limited Liability Company in a proceeding by or in the right of the Professional Limited Liability Company to procure a judgment in its favor or in a proceeding by or in the right of a member; or in the case of a manager, a circumstance under which the liability provisions of F.S.A. § 608.426 are applicable.

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Article III. Approval by the Members and Execution by the President and Manager of this Company

Section 3.01 These Amended and Restated Articles of Organization have been approved by the Majority-in-Interest of the Members.

Section 3.02 The execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true, pursuant to F.S.A. § 608.408(3).

X 

Dr. Garfield A. Munroe,
President and Manager
Garfield A. Munroe, M.D., P.L.