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TIMOTHY J. COTTER, P.A.

Timothy J. Cotter, P.A.
999 9th Street South
Suite 103
Naples, Florida 34102
(941) 435-0111

October 23, 2001

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Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Subject: F.P. Laser, LLC

To whom it may concern:

Enclosed please find an original and one copy of the Articles of Organization and Certificate of Designation and Acceptance together with a check in the amount of \$155.00 to cover costs for the following 1) filing fees 2) certified copies.

Should you have any questions, please contact my office.

Sincerely,



Timothy J. Cotter, Esq.

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**ARTICLES OF ORGANIZATION
OF
F. P. LASER, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE 1: NAME

The name of the limited liability company shall be:

F. P. LASER, LLC

ARTICLE 2: ADDRESS

The mailing address and the street address of the principal office of the Company shall be:

1152 Goodlette Road North
Naples, Florida 34102

ARTICLE 3: DURATION

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these articles of organization.

ARTICLE 4: REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company in the State of Florida are:

Timothy J. Cotter, P.A.
999 9th Street South
Suite 103
Naples, Florida 34102

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ARTICLE 5: ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer such member's interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the

Company other than the member proposing to dispose of such member's interest approve of the proposed transfer by unanimous written consent.

ARTICLE 6: TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining member or members.

ARTICLE 7: MANAGEMENT

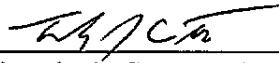
The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. The regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The name and address of the initial managers of the Company are

Dr. Mark F. Prys
1152 Goodlette Road North
Naples, Florida 34102

Dr. Elizabeth Fox
4089 Tamiami Trail North
Naples, Florida 34103

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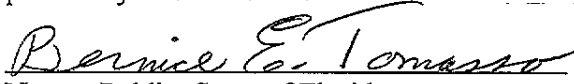
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Naples, Florida on October 23, 2001.



Timothy J. Cotter, Members Authorized
Representative

STATE OF FLORIDA
COUNTY OF COLLIER

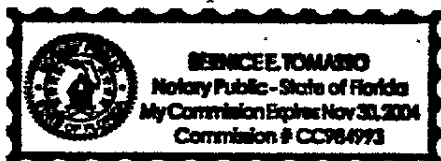
SUBSCRIBED AND SWORN TO before me on October 23, 2001, by Timothy J. Cotter, who is personally known to me.



Notary Public, State of Florida

BERNICE E. TOMASSO
Printed Name

My Commission Expires:



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

F. P. LASER, LLC

Pursuant to 48.091 and 607.0501 Florida Statutes, the following is submitted:

F. P. LASER, LLC, a limited liability company, desiring to organize under the laws of the State of Florida, submits the following statement in designation of its registered office and its Registered Agent within the State of Florida.

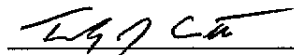
1. The name of the limited liability company is:

F. P. LASER, LLC

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

Timothy J. Cotter, P.A.
999 9th Street South
Suite 201
Naples, Florida 34103

The undersigned, being the person named in the articles of organization of F. P. LASER, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provision of all statutes relating to the proper complete performance of my duties, and is familiar with and accepts the obligations of the position of registered agent.



Timothy J. Cotter, Registered Agent

Date: October 23, 2001

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