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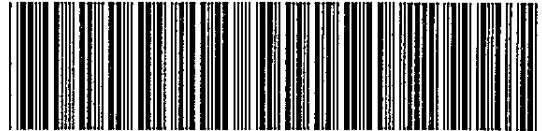
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04/22/03 11:02:00 **155.00

03 APR 22 PM 4:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

DOUGLAS A. McDUFF

ATTORNEY AT LAW
4800 LEJEUNE ROAD
CORAL GABLES, FLORIDA 33146

TELEPHONE (305) 662-4800
FAX (305) 667-8015

April 18, 2003

VIA FEDERAL EXPRESS

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

**RE: FILING OF ARTICLES OF ORGANIZATION OF
RED/BIRD ASSOCIATES, P.L.**

Dear Sirs:

Please find enclosed the original of the proposed Articles of Organization for RED/BIRD ASSOCIATES, P.L.

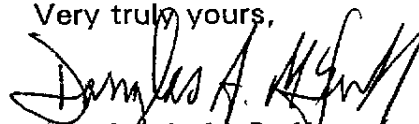
Please approve and file this original and provide us with a Certified Copy of Record. As well, we have enclosed an executed certificate of Designation of Registered Agent and Office.

Last, please also find enclosed my client's check made payable to the Florida Department of State for charges as follows:

1.	Filing Fee	\$ 100.00
2.	Certified Copy of Record	30.00
3.	Filing of Designation of Registered Agent	25.00
	TOTAL	\$155.00

Thank you for your attention to this matter. If you require anything else, please let us know.

Very truly yours,


Douglas A. McDuff

DM/

ENCLOSURES



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 23, 2003

DOUGLAS A. MCDUFF
4800 LEJEUNE ROAD
CORAL GABLES, FL 33146

SUBJECT: RED/BIRD ASSOCIATES, P.L.
Ref. Number: W03000011573

We have received your document for RED/BIRD ASSOCIATES, P.L. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must remove any reference to the following terms from these Articles, they do not apply to a Professional Limited Liability Company... "corporation, shares, stocks and incorporator".

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

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) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 703A00024622

DOUGLAS A. McDUFF

ATTORNEY AT LAW
4800 LEJEUNE ROAD
CORAL GABLES, FLORIDA 33146

TELEPHONE (305) 662-4800
FAX (305) 667-8015

April 26, 2003

VIA FEDERAL EXPRESS

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

**RE: FILING OF ARTICLES OF ORGANIZATION OF
RED/BIRD ASSOCIATES, P.L.**

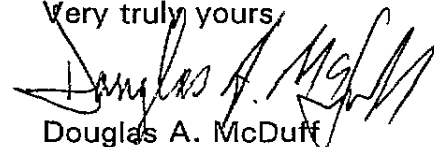
Dear Sirs:

Please find enclosed the **Corrected** original of the Articles of Organization for **RED/BIRD ASSOCIATES, P.L.** All references to corporations, incorporators, shares and stock have been deleted.

As such, please approve and file this original and provide us with a Certified Copy of Record.

Last, my client's check for the filing fees was previously enclosed with our original filing. Thank you for your assistance.

Very truly yours,



Douglas A. McDuff

DM/

ENCLOSURE



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 30, 2003

DOUGLAS A. MCDUFF
4800 LEJEUNE ROAD
CORAL GABLES, FL 33146

SUBJECT: RED/BIRD ASSOCIATES, P.L.
Ref. Number: W03000011573

We have received your document for RED/BIRD ASSOCIATES, P.L. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

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) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 203A00026258

ARTICLES OF ORGANIZATION

OF

RED/BIRD ASSOCIATES, P.L.

The undersigned members, for the purpose of forming a Professional Limited Liability Company, under the Florida Professional Service Corporation and Limited Liability Company Act, hereby adopt the following Articles of Organization:

ARTICLE I - NAME

The name of the Professional Limited Liability Company is RED/BIRD ASSOCIATES, P.L.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this company shall be: 5730 Bird Road, Miami, Florida 33155.

ARTICLE III - COMMENCEMENT OF EXISTENCE

The existence of the Professional Limited Liability Company will commence on April 21, 2003.

ARTICLE IV - PURPOSE

This company has been organized for the sole purpose of rendering optometric and related optical services.

ARTICLE V - LIMITATION ON MEMBERSHIP

The membership of the company is limited to other limited

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

liability companies, professional corporations, or individuals who themselves are duly licensed pursuant to Florida Statutes, Chapter 463, as amended.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial office of the Professional Limited Liability Company is 5730 Bird Road, Miami, Florida 33155, and the name and address of the Company's initial registered agent are: DOUGLAS A. McDUFF, ESQ., 4800 LeJeune Road, Coral Gables, FL 33146.

ARTICLE VII - INITIAL MEMBERS

The Professional Limited Liability Company shall initially have two (2) members. The number of members may be either increased or diminished from time to time as provided in the Operating Agreement but shall never be less than one (1).

The names and street addresses of the initial members are:

<u>NAME</u>	<u>ADDRESS</u>
<u>ALEX BERENTHAL, O.D., P.A.</u>	<u>5730 Bird Road</u> <u>Miami, FL 33155</u>
<u>MICHAEL R. OBREGON O.D., P.A.</u>	<u>5730 Bird Road</u> <u>Miami, FL 33155</u>

ARTICLE VIII - OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal an Operating Agreement shall be vested in the members.

ARTICLE IX - AMENDMENTS

The members reserve the right to amend, alter, change, or repeal any provision in these Articles of Organization in the manner prescribed by law.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 25 day of April, 2003.

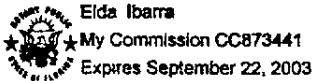
Michael R. Obregon O.D., P.A.
MICHAEL R. OBREGON O.D., P.A., MEMBER
BY MICHAEL R. OBREGON O.D.

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 25 day of April, 2003, by MICHAEL R. OBREGON O.D., on behalf of MICHAEL R. OBREGON O.D., P.A..

Notary Public-State of Florida:

Sign *Elda Ibarra*



Print Elda Ibarra

Personally Known _____; OR Produced Identification _____

Type of Identification Produced: Fla. Drivers license

Affix Seal Below:

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED PROFESSIONAL LIMITED LIABILITY COMPANY, UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Professional Limited Liability Company is: RED/BIRD ASSOCIATES, P.L.

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

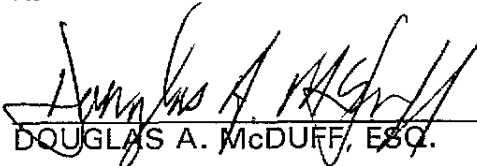
DOUGLAS A. McDUFF, ESQ.
(Name)

4800 LEJEUNE ROAD
(Street Address)

CORAL GABLES, FL 33146
(City / State / Zip Code)

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED PROFESSIONAL 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. 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.



DOUGLAS A. McDUFF, ESQ.

April 18, 2003