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(City/State/Zip/Phone #)

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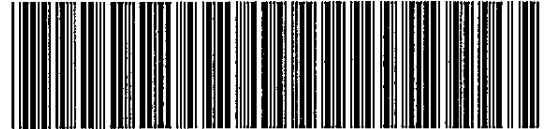
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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Vision Management Group, L.L.C.
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Sheila Boyce

(Name of Person)

Vision Management Group, L.L.C.

(Firm/Company)

1794 Opechee Drive

(Address)

Miami, FL 33133

(City/State and Zip Code)

For further information concerning this matter, please call:

Sheila Boyce

(Name of Person)

at (305) 857-0466
(Area Code & Daytime Telephone Number)

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STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**ARTICLES OF ORGANIZATION
OF
VISION MANAGEMENT GROUP, L.L.C.**

The undersigned hereby forms and organizes a limited liability company pursuant to Section 608.407 of the Florida Limited Liability Company Act (the "Act") and adopts the following Articles of Organization of VISION MANAGEMENT GROUP, L.L.C. (the "Company"):

ARTICLE I

NAME

The name of the Limited Liability Company shall be:
VISION MANAGEMENT GROUP, L.L.C.

ARTICLE II

ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

50 W. Mashta Drive, Suite 5
Key Biscayne, FL 33149

Mailing Address:

1794 Opechee Drive
Miami, FL 33133

ARTICLE III

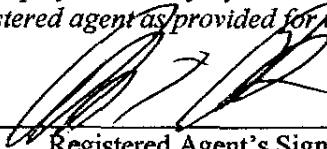
INITIAL REGISTERED AGENT, REGISTERED OFFICES &
REGISTERED AGENT'S SIGNATURE

The name and the Florida street address of the registered agent are:

Norman T. Roberts, P.A.
50 W. Mashta Drive, Suite 4
Key Biscayne, FL 33149

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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. 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 as provided for in Chapter 608, Florida Statutes.



Registered Agent's Signature

ARTICLE IV

MANAGERS OR MANAGING MEMBER(S)

The Company will be a manager-managed company.

The name and address of each Manager as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGR

Thomas H. Boyce
1794 Opechee Drive
Miami, FL 33133

MGR

Sheila K. Boyce
1794 Opechee Drive
Miami, FL 33133

ARTICLE V

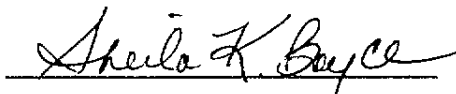
INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager or a managing member of the Company, or is or was serving at the request of the Company as a manager, managing member, officer, employee, or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, these Articles of ^{organization} ~~incorporation~~ have been executed by the undersigned Member of the Company this 1st day of July, 2004.

(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.)



Sheila K. Boyce, Member