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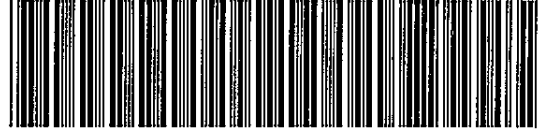
(Business Entity Name)

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TALLAHASSEE, FLORIDA

Sp

**Theodore N. Gillette
INNOVISION CLEARWATER, L.L.C.
7985 113th Street, Suite 230
Seminole, FL 33772**

October 13, 2005

Secretary of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: INNOVISION CLEARWATER, L.L.C.

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Organization, together with a check in the amount of \$155.00. This represents the cost of the Filing Fees, Certified Copy of Articles of Organization and Fee for Registered Agent Designation for the above-named organization.

Very truly yours,


Theodore N. Gillette
INNOVISION CLEARWATER, L.L.C.

Enclosures

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY
COMPANY**

of

INNOVISION CLEARWATER, L.L.C.

The undersigned subscriber to these Articles of Organization, a natural person competent to contract, hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I - ORGANIZATION NAME

The name of the organization is INNOVISION CLEARWATER, L.L.C.

ARTICLE II - DURATION

The limited liability company shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The company is organized for the purpose of engaging in the practice of Licensed Optometry and Ophthalmology and any corresponding activities or business permitted under the laws of the United States and the State of Florida to further the practice of Licensed Optometry and Ophthalmology.

ARTICLE IV – ORGANIZATION OFFICE

The organization's principal office and mailing address shall be as follows:

7985 113th Street, Suite 230
Seminole, FL 33772

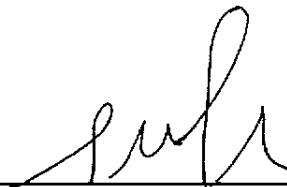
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**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT & REGISTERED
AGENT'S SIGNATURE**

The name and the Florida street address of the Initial Registered Office and Agent of this Organization is:

Theodore N. Gillette
7985 113th Street, Suite 230
Seminole, FL 33772

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, F.S.



Theodore N. Gillette

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ARTICLE VI – MANAGERS

This organization shall have two (2) managers initially. The number of managers may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial managers of the organization is as follows:

Theodore N. Gillette
7985 113th Street, Suite 230
Seminole, FL 33772

Manager

Todd Shettle
273 Highland Woods Dr.
Dunedin, FL 34698

Manager

ARTICLE VII - SIGNER

The name and address of the person signing these Articles of Organization is as follows:

Theodore N. Gillette
7985 113th Street, Suite 230
Seminole, FL 33772

ARTICLE VIII – MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager – managed company.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Organization this 1st day of October, 2005.

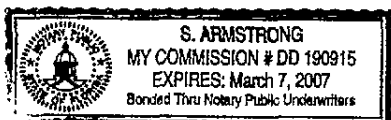



Theodore N. Gillette

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Theodore N. Gillette, who has produced personally known as identification, who executed the foregoing Articles of Organization, and who acknowledged before me that he executed these Articles of Organization.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 1st day of October, 2005.





Notary Public

My Commission Expires: 3-7-07

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TALLAHASSEE, FLORIDA