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(Requestor's Name)

(Address)

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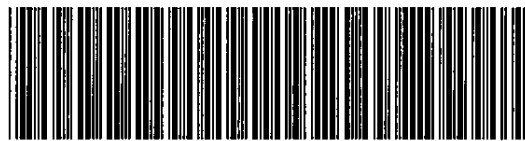
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— | A Professional Corporation | —

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Richmond, VA 23219

January 3, 2007

FEDERAL EXPRESS

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Delray Eye Institute, LLC

Dear Sir or Madam:

Please find enclosed Articles of Organization to be filed on behalf of Delray Eye Institute, LLC. Our check in the amount of \$155.00 is also enclosed to cover the \$125.00 filing fee and a \$30.00 fee for a certified copy of the filed Articles.

Please return your receipt and a certified copy of the filed Articles of Organization to the undersigned in the enclosed stamped, self-addressed envelope.

With kind regards, I am

Sincerely,



Catherine W. Eagles
Commercial Paralegal

/cwe
Enclosures

cc: Steven I. Rosenfeld, M.D.
Philip M. Sprinkle, II, Esquire

Disclosure Required by Internal Revenue Service Circular 230: This communication is not a tax opinion. To the extent it contains tax advice, it is not intended or written by the practitioner to be used, and it cannot be used by the taxpayer, for the purpose of avoiding tax penalties that may be imposed on the taxpayer by the Internal Revenue Service.

**ARTICLES OF ORGANIZATION
OF
DELRAY EYE INSTITUTE, LLC**

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ARTICLE I

NAME

The name of this limited liability company (the "Company") shall be **Delray Eye Institute, LLC** and its mailing address and principal place of business is 16201 South Military Trail, Delray Beach, Florida 33484.

ARTICLE II

COMMENCEMENT OF COMPANY EXISTENCE

This Company shall commence existence on the date these Articles of Organization are filed with the Secretary of State of Florida and shall have perpetual existence unless sooner dissolved according to its Operating Agreement or law.

ARTICLE III

INITIAL REGISTERED OFFICE AND AGENT

The initial name and address of the registered agent of this Company is Steven I. Rosenfeld, M.D., 16201 South Military Trail, Delray Beach, Florida 33484. The Company may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Organization.

ARTICLE IV

MANAGEMENT

The Company shall be a member managed company as set forth in applicable Florida statutes and regulations and, if applicable, the Operating Agreement adopted by the Company.

ARTICLE V

OPERATING AGREEMENT

In the event that an Operating Agreement is adopted by the Members of the Company, the power to adopt, alter, amend or repeal the Operating Agreement of the Company shall be vested in the Members.

ARTICLE VI

ADMISSION OF NEW MEMBERS

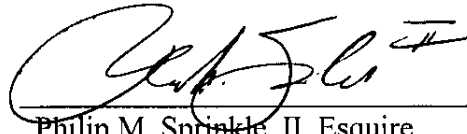
Additional Members may not be admitted except upon compliance with the terms and conditions set forth in Florida law and, if applicable, the Operating Agreement. Notwithstanding the foregoing, only physician employees in good standing of Delray Eye Associates, P.A., a Florida professional association, or its successor will be permitted to be Members and to hold equity interests in the Company.

ARTICLE VII

**RELATIONSHIP OF ARTICLES OF ORGANIZATION
TO OPERATING AGREEMENT**

If a provision of these Articles of Organization differs from a provision of the Company's Operating Agreement, if adopted, then, to the extent allowed by law, the provisions of the Operating Agreement will govern.

IN WITNESS WHEREOF, the undersigned authorized representative of the Company does hereby make and files these Articles of Organization declaring and certifying that the facts stated herein are true, this 3rd day of January, 2007.

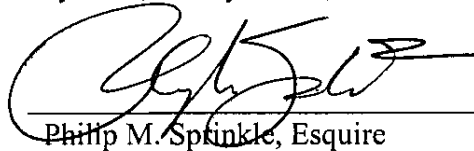


Philip M. Sprinkle, II, Esquire
Florida Bar #1076

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 608.415, Florida Statutes, the following is submitted:

Delray Eye Institute, LLC (the "Company"), desiring to organize as a limited liability company under the laws of the State of Florida, has named and designated Steven I. Rosenfeld, M.D. as its initial registered agent to accept service of process within the State of Florida, with its registered office located at 16201 South Military Trail, Delray Beach, Florida 33484.

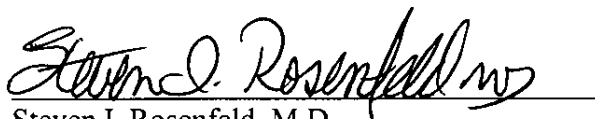

Philip M. Spinkle, Esquire

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TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

Having been named as the initial registered agent for the Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Sections 608.415 and 607.0505, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as registered agent.

Dated this 5th day of January, 2007.


Steven I. Rosenfeld, M.D.
Registered Agent