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Phillip J. Mackinder, O.D., P.L.

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ARTICLES OF ORGANIZATION
OF
PHILLIP J. MACKINDER, O.D., P.L.

FILED
07 MAY 25 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this professional limited liability company (the "Company") shall be **PHILLIP J. MACKINDER, O.D., P.L.** and its mailing address is 230 Chelton Circle, Winter Park, FL 32789, and its principal place of business is 230 Chelton Circle, Winter Park, FL 32789.

ARTICLE II

COMMENCEMENT OF EXISTENCE

This Company shall commence existence on the date these articles of organization are filed with the Florida Department of State and shall have perpetual existence unless sooner dissolved in accordance with the Operating Agreement of the Company or according to law.

ARTICLE III

GENERAL PURPOSE; GENERAL POWERS

The general nature of the business to be transacted by this Company shall be to engage in every phase and aspect of the business of rendering the same professional services to the public that a duly licensed doctor of optometry under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents of this Company who are duly licensed under the laws of the State of Florida to practice optometry. It is intended that this Company may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be amended from time to time. This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

ARTICLE IV

MEMBERS

Only individuals who are duly licensed to render services as an optometrist under the laws of the State of Florida may be Members of the Company. No Member of this Company may sell or transfer his Membership interest therein except to another individual who is eligible to be a Member of this Company. No Member of this Company shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the Member's voting power.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Company shall be located at 230 Chelton Circle, Winter Park, FL 32789, and the initial registered agent of this Company at that address shall be Phillip J. Mackinder, O.D. 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 VI

MANAGEMENT

The Company will be managed by a Manager or Managers as set forth in the Operating Agreement adopted by the Company. The Managers have sole authority to manage the Company and are authorized to make any contracts, enter into any transactions, and make and obtain any commitments on behalf of the Company to conduct or further the Company's business. Except as authorized by the Managers, no Member is an agent of the Company or has the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company.

ARTICLE VII

OPERATING AGREEMENT

The power to adopt, alter, amend or repeal the Operating Agreement of the Company shall be vested in the Manager.

ARTICLE VIII

ADMISSION OF NEW MEMBERS

Additional Members may be admitted from time to time on such terms and conditions as determined by the Manager. No current Member has any preemptive rights.

ARTICLE IX

DEATH, RETIREMENT, RESIGNATION, BANKRUPTCY, EXPULSION, DISSOLUTION OF MEMBER

In the event of the death, retirement, resignation, bankruptcy, expulsion or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, the Manager may continue the business of the Company without a vote of the Members so long as there is at least one remaining Member of the Company.

ARTICLE X

AMENDMENT


The right to amend or repeal any provisions contained in these articles of organization, or any amendment hereto, is conferred upon the Manager.

ARTICLE XI

HEADINGS AND CAPTIONS

The headings or captions of these various articles of organization are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Organization declaring and certifying that the facts stated herein are true, this 24th day of May, 2007.


Phillip J. Mackinder, O.D., Member

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

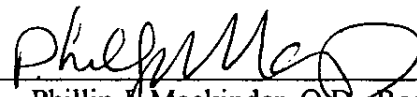
In compliance with Sections 48.091 and 608.415, Florida Statutes, the following is submitted:

PHILLIP J. MACKINDER, O.D., P.L. (the "Company"), desiring to organize as a limited liability company under the laws of the State of Florida, has named and designated Phillip J. Mackinder, O.D. as its Registered Agent to accept service of process within the State of Florida with its registered office located at 230 Chelton Circle, Winter Park, FL 32789.

ACKNOWLEDGMENT

Having been named as 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 24th day of May, 2007.



Phillip J. Mackinder, O.D., Registered Agent