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FLORIDA/FOREIGN LIMITED LIABILITY CO.

EYE SURGEONS OF BROWARD, LLC

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**ARTICLES OF ORGANIZATION  
OF  
EYE SURGEONS OF BROWARD, LLC**

These Articles of Organization are made for the purpose of organizing a Florida limited liability company under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes.

**ARTICLE I – NAME**

The name of this limited liability company shall be EYE SURGEONS OF BROWARD, LLC (the "Company").

**ARTICLE II – ADDRESS OF COMPANY**

The mailing address and street address of the Company is 2740 Hollywood Boulevard, Hollywood, Florida 33020.

**ARTICLE III – REGISTERED OFFICE AND AGENT**

The name and street address of the Registered Agent of the Company in the State of Florida is Nanette O'Donnell, P.A., c/o Duane Morris LLP, 200 S. Biscayne Boulevard, Suite 3400, Miami, Florida 33131.

**ARTICLE IV – MANAGEMENT OF THE COMPANY**

The Company will be a manager-managed company, and the Company shall have all of the powers enumerated in Chapter 608 of the Florida Statutes. The name and address of the initial Managing Members are as follows:

Art Fishman, M.D.  
2740 Hollywood Boulevard  
Hollywood, Florida 33020

Scott Cardone, M.D.  
2740 Hollywood Boulevard  
Hollywood, Florida 33020

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**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 the 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.

The undersigned authorized representative has executed these Articles of Organization effective as of December 13, 2007.

  
NANETTE O'DONNELL, ESQ.,  
as President of Nanette O'Donnell, P.A.

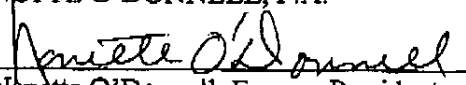
*In accordance with section 608.408 (3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.*

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named as Registered Agent to accept service of process for the above-named limited liability company, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 608, Florida Statutes.

NANETTE O'DONNELL, P.A.

By:   
Nanette O'Donnell, Esq., as President

2  
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