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Henderson|Franklin
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Reply to
Guy E. Whitesman
Board Certified Tax Lawyer
Direct Fax Number 239 344 1565
Direct Dial Number 239 344 1180
E-Mail: guy.whitesman@henlaw.com

December 15, 2009

VIA FEDERAL EXPRESS

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

Re: Alexander M. Eaton, M.D., P.A.

Dear Sir or Madame:

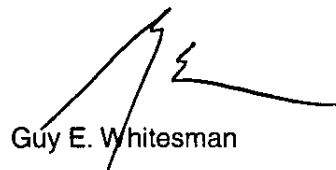
We have enclosed the Certificate of Conversion for Alexander M. Eaton, M.D., P.A. into a Florida Limited Liability Company under the enclosed Articles of Organization for Retina Health Center, P.L. for processing **effective as of January 1, 2010**. Also enclosed is our check made payable to the Department of State in the amount of \$180.00 representing the filing fees and certified copy fee.

Please return the certified documents to my attention at the following address:

Henderson, Franklin, Starnes & Holt, P.A.
1715 Monroe Street (33901)
P.O. Box 280
Fort Myers, FL 33902-0280

Should you have any questions or need any further information in order to process this conversion, please do not hesitate to contact me at either (239) 344-1180 or guy.whitesman@henlaw.com.

Very truly yours,



Guy E. Whitesman

GEW/ksl
Enclosures

cc: Carolyn Smith, Practice Administrator - via e-mail to carolyn@retinahealthcenter.com
Jodi L. Norton, CPA - via e-mail to jnorton@markham-norton.com

Henderson, Franklin, Starnes & Holt, P.A.

**CERTIFICATE OF CONVERSION
FOR
"OTHER BUSINESS ENTITY"
INTO
FLORIDA LIMITED LIABILITY COMPANY**

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This Certificate of Conversion and attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with s. 608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

ALEXANDER M. EATON, M.D., P.A.

2. The "Other Business Entity" is a professional service corporation first incorporated under the laws of Florida on September 4, 2002.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:

RETINA HEALTH CENTER, P.L.

4. The effective date of this conversion shall be January 1, 2010.

Signed this 23 day of November, 2009.



ALEXANDER M. EATON, M.D., as
President of Alexander M. Eaton, M.D.,
P.A., and as Member of Retina Health
Center, P.L.

**ARTICLES OF ORGANIZATION
OF
RETINA HEALTH CENTER, P.L.**

ARTICLE I-NAME

The name of the company shall be RETINA HEALTH CENTER, P.L., a Florida professional limited liability company (the "Company").

ARTICLE II-MAILING AND STREET ADDRESS

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

1567 Hayley Lane, Suite 101
Fort Myers, Florida 33907

ARTICLE III-EFFECTIVE DATE

This professional limited liability company's existence shall commence on January 1, 2010 and shall terminate as provided for in the Operating Agreement.

ARTICLE IV-INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent of the Company is:

Name

Address

ALEXANDER M. EATON, M.D.

1567 Hayley Lane, Suite 101
Fort Myers, Florida 33907

ARTICLE V-PURPOSE

The Company may engage in each and every aspect of the general practice of medicine and such other activities related or incidental thereto, but only through its Members, officers, employees, and agents who are duly licensed or otherwise legally authorized to render such professional services within the state of Florida.

ARTICLE VI-MANAGEMENT OF THE COMPANY

The Company shall be managed by not less than one (1) manager (the "Manager") and is, therefore, a manager-managed company. The following is the name and address of the initial Manager who shall serve as the Manager of the Company until his successor is elected and qualified:

Name

Address

ALEXANDER M. EATON, M.D.

1567 Hayley Lane, Suite 101
Fort Myers, Florida 33907

ARTICLE VII-OPERATING AGREEMENT

The Members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

The undersigned, being a Member of the Company, has executed these Articles of Organization this 23 day of November 2009.



ALEXANDER M. EATON, M.D., Member

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the professional limited liability company is: RETINA HEALTH CENTER, P.L.
2. The name and address of the registered agent and office is:

Alexander M. Eaton, M.D.
1567 Hayley Lane, Suite 101
Fort Myers, Florida 33907

Having been named as registered agent and to accept service of process for the above stated professional 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.



ALEXANDER M. EATON, M.D.
Registered Agent