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ACCOUNT NO. : 072100000032

REFERENCE : 960226 4381472

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT : \$ 285.00

ORDER DATE : September 14, 1998

ORDER TIME : 11:32 AM

ORDER NO. : 960226-005

CUSTOMER NO: 4381472

CUSTOMER: Ms. Laurie Bergstresser  
BROAD AND CASSEL

Suite 1100  
390 North Orange Avenue  
Orlando, FL 32801

2000026384

200002638452

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DIVISION OF CORPORATIONS  
98 SEP 14 PM 1:00

DOMESTIC FILING

NAME: BREVARD EYE CENTER, P.L.

EFFECTIVE DATE:

(5)

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

9/14/98  
NPL  
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DIVISION OF CORPORATION

**ARTICLES OF ORGANIZATION**

**OF**

**BREVARD EYE CENTER, P.L.**

The undersigned acting as the organizer of BREVARD EYE CENTER, P.L., under the Florida Professional Service Corporation and Limited Liability Company Act, Chapter 621, Fla. Stat., adopts the following Articles of Organization:

**ARTICLE I - Name:**

The name of the professional limited liability company is BREVARD EYE CENTER, P.L. (the "Company").

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the professional limited liability company is 665 Apollo Boulevard, Melbourne, Florida 32901.

**ARTICLE III - Duration:**

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Regulations of the Company.

**ARTICLE IV - Purpose:**

The Company is organized for the purpose of practicing medicine and engaging in any other lawful activity permitted under Chapter 621, Fla. Stat.

**ARTICLE V - Management:**

The Company is to be managed by its Members and the name and address of the initial Member is:

<u>Name</u>	<u>Address</u>
Paul J. Befanis, M.D.	665 Apollo Boulevard Melbourne, Florida 32901

Upon unanimous vote of the Members, the Company may be managed by a Manager, who shall be elected as described in the Regulations.

**ARTICLE VI - Admission of Additional Members:**

The Company shall admit new Members only upon the unanimous written consent of all then existing Members of the Company and in accordance with Chapter 621, Fla. Stat.

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#### **ARTICLE VII - Adoption of Regulations:**

The Company shall adopt Regulations for the Company, which Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 621 Fla. Stat.

#### **ARTICLE VIII - Initial Registered Agent and Office:**

The initial registered agent for the Company shall be B & C Corporate Services of Central Florida, Inc., and the street address of the Company's initial registered office is 390 N. Orange Avenue, Suite 1100, Orlando, Florida 32801.

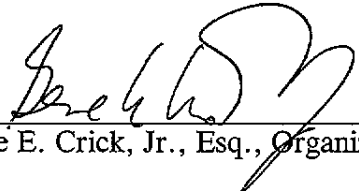
#### **ARTICLE IX - Amendments:**

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

#### **ARTICLE X - Continuation of Business:**

Unless dissolved in accordance with the Company's Regulations, the remaining Members shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member.

IN WITNESS WHEREOF, the undersigned Member have executed these Articles of Organization as of this 11<sup>th</sup> day of September, 1998.

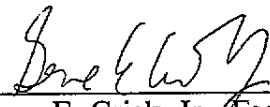
  
\_\_\_\_\_  
Gene E. Crick, Jr., Esq., Organizer

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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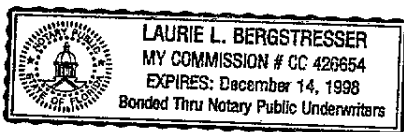
The undersigned member of BREVARD EYE CENTER, P.L. deposes and says:

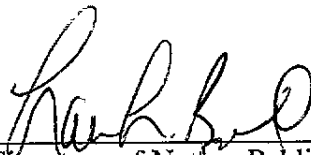
1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the members is \$250.00.
3. The agreed value of property other than cash contributed by the members is \$0.
4. The total amount of cash or property anticipated to be contributed by the members is \$250.00. This total includes amounts from paragraphs 2 and 3 above.

  
Gene E. Crick, Jr., Esq., Organizer

STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of September, 1998, by Gene E. Crick, Jr., Esq., Organizer of BREVARD EYE CENTER, P.L., and who is personally known to me and who did not take an oath.



  
(Signature of Notary Public)

Laurie L. Bergstresser  
(Typed name of Notary Public)  
Notary Public, State of Florida  
Commission No. CC 426654  
My commission expires:

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

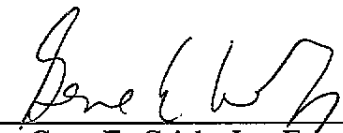
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PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

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

B & C Corporate Services of Central Florida, Inc.  
390 North Orange Avenue, Suite 1100  
Orlando, Florida 32801

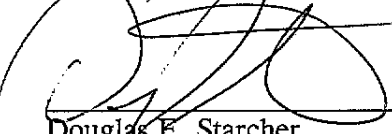
**BREVARD EYE CENTER, P.L.**

By:   
Gene E. Crick, Jr., Esq., Organizer

Dated this 11<sup>th</sup> day of September, 1998.

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.

B&C Corporate Services of  
Central Florida, Inc.

By:   
Douglas E. Starcher  
Vice President

Dated this 11<sup>th</sup> day of September, 1998.