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February 12, 1999

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Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-02/15/99--01146--011
****285.00 ****285.00

Re: Precision Optical, LLC

Dear Sirs:

Enclosed are originals and copies of Articles of Organization and Affidavit of Member and Contributions of Precision Optical, LLC to be filed. Please file these limited liability company papers and return stamped copies to me. A check payable to the Secretary of State for \$285.00 is enclosed to cover the fees.

If you have any questions, please do not hesitate to give us a call. Thank you very much for your cooperation and assistance.

Sincerely yours,

H. LEON HOLBROOK

HLH/rh

Enclosure

cc: P. Vernon Jones, M.D.

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DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 19, 1999

H. LEON HOLBROOK
HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.
ONE INDEPENDENT DR., SUITE 2301
JACKSONVILLE, FL 32202-5059

SUBJECT: PRECISION OPTICAL, LLC
Ref. Number: W99000004260

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We have received your document for PRECISION OPTICAL, LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 099A00007651

ARTICLES OF ORGANIZATION
OF
PRECISION OPTICAL OF JACKSONVILLE, LLC

I, the undersigned, who intends to form and create a Limited Liability Company, as defined in Chapter 608 of the Florida Statutes, do hereby state and certify the following:

1. Name. The name of the Limited Liability Company shall be PRECISION OPTICAL OF JACKSONVILLE, LLC.

2. Duration of Company. The company shall have perpetual duration.

3. Principal Office. The mailing address and street address of the principal office of the Limited Liability Company is 1550 Riverside Avenue, Jacksonville, Florida 32204.

4. Registered Agent and Office. The name and street address of the Limited Liability Company's initial registered agent are Leon Holbrook located at One Independent Drive, Suite 2301, Jacksonville, Florida 32202.

5. Purpose of Company. The purpose for which the company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under Chapter 608 of the Florida Statutes.

6. Additional Members. The members may admit additional members on such terms and at such times as may be agreeable to the existing members and the additional members to be admitted.

7. Continuation of Business. The remaining members of the Limited Liability Company have the right to continue the business of the Limited Liability Company on 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 the Limited Liability Company.

8. Management.

(a) The Limited Liability Company shall be managed by one manager. The name and address of the person who is to serve as manager until the first annual meeting of members or until his successors are elected and duly qualified are P. Vernon Jones, M.D., Manager, 1550 Riverside Avenue, Jacksonville, Florida 32204.

(b) Management of the limited liability company shall be vested in the manager who shall be elected annually by the members

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in the manner prescribed by and provided in the regulations of the limited liability company. The manager may or may not be members. The manager shall also hold the office and have the responsibilities accorded to him by the members and set out in the operating agreement of the limited liability company. All rights of members of this limited liability company shall be in proportion to their contributions to the capital of the limited liability company, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members.

9. An affidavit that the Limited Liability Company has at least one member and setting forth the amount of cash contributed by the members and the amount anticipated to be contributed is attached to these Articles.

10. In the event of 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 the liability company, the business of the limited liability company may be continued if all of the remaining members unanimously consent to such continuance of business.

11. The effective date of the existence of the Limited Liability Company shall be February 1, 1999.

12. The Articles of Organization of this limited liability company may be amended in any manner permitted by Chapter 608 Florida Statutes.

13. The power to adopt, alter, amend, or repeal the regulations of this limited liability company shall be vested in the manager of the company. Regulations adopted by the manager may be repealed or altered; new regulations may be adopted by the members; and the members may prescribe in any regulations made by them that such regulations may not be altered, amended or repealed by the manager. The regulations may contain any provisions for the regulation and management of the affairs of the limited liability company not in consistent with law or the Articles of Organization.

14. No debt shall be contracted nor liability incurred by or on behalf of this limited liability company except by its manager.

15. The interest of a member in the limited liability company may be transferred or assigned as provided in the operating agreement; however, if all of the other members of this limited liability company other than the member proposing to dispose of his or its interest do not approve of the proposed transfer or assignment by unanimous written consent, the transferee of the interest of the member shall have no right to participate in the management of the business and affairs of this limited liability company or to become a member. Such transferee shall be entitled to receive only the share of profits or other compensation by way

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of income and the return of contributions to which that member otherwise would be entitled.

SIGNED AND DATED this 26th day of January, 1999.

FIRST COAST EYE CARE, P. VERNON
JONES, M.D., P.A.

By: P. Vernon Jones, M.D.
Its President

MEMBER

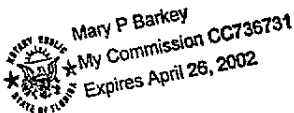
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STATE OF FLORIDA

COUNTY OF DUVAL

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared P. VERNON JONES, M.D., as authorized representative of FIRST COAST EYE CARE, P. VERNON JONES, M.D., P.A., member, who is personally known to me to be the person described as the organizer in and who executed the foregoing Articles of Organization of Precision Optical/ LLC, of Jacksonville, and he acknowledged before me that he subscribed to those Articles of Organization.

WITNESS my hand and official seal in the County and State named above, this 26th day of January, A.D. 1999.



Mary P. Barkey
NOTARY PUBLIC, State of Florida
Print Name: Mary P. Barkey
My Commission Expires: 4-26-2002
Commission No.: CC736731

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ACCEPTANCE BY RESIDENT AGENT

I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for said Limited Liability Company, Precision Optical of Jacksonville, LLC.



H. LEON HOLBROOK

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AFFIDAVIT OF MEMBER AND CONTRIBUTIONS
OF
PRECISION OPTICAL OF JACKSONVILLE, LLC

The undersigned who is one of the initial members of this limited liability company hereby declares under oath:

1. This limited liability company has at least one member.
2. The amount of cash contributed by the members on formation of this limited liability company is \$ 1,000.00.
3. A description and agreed value of other property other than cash contributed by the members on formation of the limited liability company is NONE.
4. The amount anticipated to be contributed by the members is \$ 1,000.00 at this time.

SIGNED AND DATED on the date notarized below.

FIRST COAST EYE CARE, P. VERNON JONES, M.D., P.A.

By: P. Vernon Jones, M.D.
Its President

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STATE OF FLORIDA

COUNTY OF DUVAL

Sworn to and subscribed before me this 9th day of February, 1999, by P. VERNON JONES, M.D., as authorized representative of First Coast Eye Care, P. Vernon Jones, M.D., P.A., member, ✓ who is personally known to me; or _____ who produced a Florida driver's license as identification.

Mary P. Barkey
Notary Public
Print Name: MARY P. BARKEY
My Commission Expires: 4/26/02
Commission No.: CC736731

