

APR-07-99 11:03

FROM: SALLEY, FEINBERG, HAMES & HINTZ, P.A.

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Division of Corporations

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Florida Department of State

Division of Corporations

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LIMITED LIABILITY COMPANY

Advanced Laser Vision Center, L.L.C.

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ARTICLES OF ORGANIZATION

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OF**ADVANCED LASER VISION CENTER, L.L.C.,
a Florida limited liability company**

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a limited liability company pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Organization, and does hereby agree and certify as follows:

ARTICLE ONE - NAME

The name of the limited liability company shall be **ADVANCED LASER VISION CENTER, L.L.C.** (the "Company").

ARTICLE TWO - COMMENCEMENT OF EXISTENCE

This Company shall commence existence on the date these Articles of Organization are accepted and filed with the Florida Department of State and shall continue until December 31, 2068, unless terminated earlier in accordance with the Regulations of the Company. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member, the remaining Members may continue the business of the Company upon written consent of the remaining members.

ARTICLE THREE - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office, mailing address, and street address of the Company shall be located at 44 Lake Beauty Drive, Suite 300, Orlando, Florida 32806.

ARTICLE FOUR - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Company shall be located at 390 North Orange Avenue, P. O. Box 3829, Orlando, Florida 32802-0389, and the initial registered agent of the Company at that address shall be **LAURENCE C. HAMES, ESQ.** The Company may change its registered agent or the location

This document was prepared by:
Laurence C. Hames, Esq.
Florida Bar No. 0237914
Post Office Box 3829
Orlando, Florida 32802-2360
Telephone No. (407) 426-2360

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of its registered office, or both, from time to time without amendment to these Articles of Organization.

ARTICLE FIVE - PURPOSES AND GENERAL POWERS

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

ARTICLE SIX - ADMISSION OF ADDITIONAL MEMBERS

The Company shall admit additional Members only upon the unanimous approval of then existing Members or in accordance with the procedures and criteria established in the Regulations of the Company in effect from time-to-time.

ARTICLE SEVEN - MANAGEMENT

The Company shall be managed by at least two (2) managers ("Manager"). The number of Managers may be increased as provided in the Regulations of the Company. The name and addresses of the Managers of the Company are:

John C. Olson
44 Lake Beauty Drive, Suite 300
Orlando, Florida 32806

Preston P. Richmond
44 Lake Beauty Drive, Suite 300
Orlando, Florida 32806

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ARTICLE EIGHT - AMENDMENT

The Company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the Members is subject to this reservation, which amendment or repeal shall only be effectuated by the unanimous written approval of all Members of the Company.

ARTICLE NINE - ADOPTION OF REGULATIONS

The Company shall adopt Regulations for the Company, which Regulations may contain any provisions for the regulation and management of the business and affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608 of the Florida Statutes.

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ARTICLE TEN - 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 Member does hereby make and file these Articles of Organization declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets its hand and seal this 6 day of ~~February~~ April 1999.


John C. Olson, Member


Preston P. Richmond, Member

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MEMBER AFFIDAVIT

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JOHN C. OLSON and PRESTON P. RICHMOND, (the "Affiants"), who, after first being duly sworn, deposed, stated and certified the following:

1. That Affiants are members of ADVANCED LASER VISION CENTER, L.L.C., a to-be-formed Florida limited liability company.
2. That the Company has at least two (2) Members.
3. That the Affiants, in connection with the filing of the Articles of Organization of the Company, hereby state and declare that to the best knowledge of the Affiants, the amount of the capital contributions of the Members and the anticipated amount of the capital contributions of the Members are as follows:

MemberAmount of Capital Contributions

John C. Olson

\$1,000

Preston P. Richmond

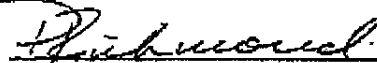
\$1,000

No property is being contributed.

Under penalties of perjury, we declare that we have read the foregoing and that the facts are true, to the best of our knowledge and belief.



John C. Olson



Preston P. Richmond

STATE OF FLORIDA)
 :SS
COUNTY OF *Orange*)

Before me, the undersigned authority, on this 30 day of March, 1999 personally appeared JOHN C. OLSON and PRESTON P. RICHMOND, who executed the

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FROM-SALLEY, FEINBERG, HAMES & HINTZE, P.A.

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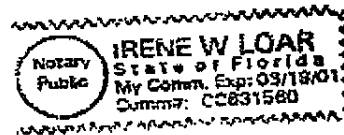
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foregoing Member Affidavit.

- ☒ Said person is personally known to me.
☐ Said person provided the following type of identification:

Irene W. Loar
Notary Signature
IRENE W. LOAR
Notary Printed Name
My Commission Expires: 03/19/01



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REGISTERED AGENT CERTIFICATE OF ACCEPTANCE

In compliance with Section 608.407(1)(d), Florida Statutes, the following is submitted:

ADVANCED LASER VISION CENTER, L.L.C. (the "Company") desiring to organize as a domestic limited liability company or qualify under the laws of the State of Florida has named and designated LAURENCE C. HAMES as its Registered Agent to accept service of process within the State of Florida with its registered office located at 390 N. Orange Avenue, P. O. Box 3829, Orlando, Florida 32802-0389.

ACCEPTANCE

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 that position as set forth in Chapter 608, Florida Statutes, as the same may apply to the Company.

Dated this 7th day of April, 1999.



Laurence C. Hames, Esq.
Registered Agent

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