

Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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LIMITED LIABILITY COMPANY

SOUTHWEST FLORIDA OPTOMETRIC PHYSICIANS, P.L.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF ORGANIZATION
OF
SOUTHWEST FLORIDA OPTOMETRIC PHYSICIANS, P.L.**

ARTICLE I. - NAME

The name of the limited liability company shall be SOUTHWEST FLORIDA OPTOMETRIC PHYSICIANS, P.L. (the "Company").

ARTICLE II. - DURATION

The Company shall exist from the date of filing of these Articles of Organization with the Department of State until the occurrence of any of the events specified in Florida Statutes Section 608.441, unless such business is to be continued in accordance with the provisions hereof.

ARTICLE III. - PURPOSE

This Company may engage in each and every aspect of licenced health care the primary objective of which is the diagnosis and treatment of the human body, including, but not limited to the general practice of optometry, but only through its officers, employees and agents who are duly licensed or otherwise legally authorized to render such professional services; and may engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies may be organized according to the laws of the State of Florida, including all powers and purposes now and hereafter permitted by law to a limited liability company.

ARTICLE IV. - MAILING ADDRESS AND STREET ADDRESS

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

15101 Blackhawk Drive
Fort Myers, Florida 33912

Prepared by: Guy E. Whitesman, Esq.
Florida Bar No.: 334189
1715 Monroe Street
Fort Myers, FL 33901
(941) 334-4121

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ARTICLE V. - INITIAL REGISTERED AGENT AND OFFICE

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

Name**Address**

Kenneth Emanuele, O.D.

15107 Blackhawk Drive
Fort Myers, Florida 33912**ARTICLE VI. - MEMBERSHIP INTEREST**

The regulations of the Company shall provide that a member's interest in the Company shall be evidenced by a Certificate of Membership Interest issued by the Company, and the Company shall maintain a registry of those certificates.

ARTICLE VII. - ADMISSION OF ADDITIONAL MEMBERS

No additional members to the Company may be admitted, except with the unanimous written consent of the Members, and unless such member is a professional corporation, a professional limited liability company, or an individual, each of which must be duly licensed in the general practice of optometry. No interest of a Member may be transferred except as provided in the Company's Regulations.

ARTICLE VIII. - MEMBERS RIGHT TO CONTINUE BUSINESS

If a Member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members shall continue the business of the Company, unless a vote to dissolve is passed by unanimous written agreement.

ARTICLE IX. - MANAGEMENT OF THE COMPANY

Management of the Company is reserved to the Members, and each Member shall act as a Managing Member. The name and address of the Initial Managing Member is:

Kenneth Emanuele, O.D.
15101 Blackhawk Drive
Fort Myers, Florida 33912

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ARTICLE X. - REGULATIONS

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

IN WITNESS WHEREOF, the undersigned, being one of the original Members of the Company, has executed these Articles of Organization, this 10 day of May, 1999.


KENNETH EMANUELE, O.D.

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of SOUTHWEST FLORIDA OPTOMETRIC PHYSICIANS, P.L. deposes and says:

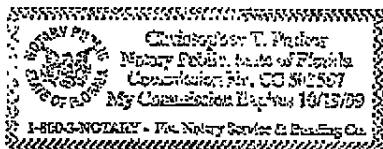
1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the Members is \$1,000.00. The property other than cash contributed by the Members is described as None and the agreed value thereof is \$0.00.
3. The total amount of cash or property anticipated to be contributed by the Members is \$1,000.00. This total amount includes the amounts from 2 above.

Kenneth Emanuele O.D.
KENNETH EMANUELE, O.D.

STATE OF FLORIDA)
)
COUNTY OF LEE) SS:.

BEFORE ME, the undersigned authority, personally appeared Kenneth Emanuele, O.D. who after first being duly sworn, acknowledged that he executed before me the foregoing instrument on behalf of the said Company for the purposes therein expressed. He is personally known to me or produced personally known as identification.

WITNESS my hand and official seal in the State of Florida this 10 day of May, 1999.



C. T. Parker
Print Name: Christopher T. Parker
NOTARY PUBLIC, State of Florida

My Commission Expires: 10/19/99

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**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 limited liability company is: SOUTHWEST FLORIDA
OPTOMETRIC PHYSICIANS, P.L.

2. The name and address of the registered agent and office is:

Kenneth Emanuele, O.D.
15101 Blackhawk Drive
Fort Myers, Florida 33912

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.


KENNETH EMANUELE, O.D.
Registered Agent

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