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May 28, 1999

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

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-05/03/99--01049--004
****337.50 ****337.50

RE: EYE SURGERY & LASER CENTER, LLC

Gentlemen:

Enclosed for filing please find the Articles of Organization and Affidavit of contributions for the above-referenced Florida limited liability company.

Also enclosed is a check in the amount of \$337.50 for the filing fee (\$285.00) and the cost of a certified copy (\$52.50).

As I am sure you will note, the organizer of this LLC, Daniel W. Welch, is the incorporator, president and acting registered agent of Eye Surgery & Laser Center of Mid-Florida, Inc., a Florida corporation. This LLC is being formed for the purpose of purchasing the assets of said corporation, but Dr. Welch and Dr. Loewy, the principals of the corporation, will continue to be the principals of the new LLC purchaser. The formation of this LLC is necessary prior to the dissolution of the old corporation, so that a new Medicare number may be obtained. Please file these Articles despite any similarity of the names.

If you have any questions or comments, please do not hesitate to give me a call; otherwise, please forward the certified copy to me at the above Winter Haven address.

Sincerely,

KERRY M. WILSON

:pk

Enclosures

xc: Alan Daniels, Esq.
Larry Gardner

Name Availability	MJH
Document Examiner	MJH
Updater	MJH
Updater Verifier	MJH
Acknowledgement	MJH
W. P. Verifier	MJH

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN -3 PM 1:51

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**ARTICLES OF ORGANIZATION
FOR
EYE SURGERY & LASER CENTER, LLC,
A Florida Limited Liability Company**

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such Company:

**ARTICLE I
Name**

The name of this Company shall be **EYE SURGERY & LASER CENTER, LLC.**

**ARTICLE II
Duration**

The term of existence of the Company shall commence upon the filing of these Articles of Organization and shall continue until December 31, 2050; provided that, if not dissolved before October 1, 1999, upon the date, if any, that the Florida House of Representatives-1999 HB 1513 becomes effective, the existence of the Company shall become perpetual.

**ARTICLE III
Mailing Address**

The mailing address is 409 Ave. K., S.E., Winter Haven, Florida, 33880. The street address is 409 Ave. K., S.E., Winter Haven, Florida, 33880.

**ARTICLE IV
Registered Agent and Office**

The name and street address of the initial registered agent and office for this Company is as follows: Daniel W. Welch, 407 Ave. K., S.E., Winter Haven, Florida, 33880.

**ARTICLE V
Admission of Additional Members;
Terms and Conditions of such Admissions**

Additional Members may be admitted upon unanimous consent of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations and Operating Agreement of this Company.

ARTICLE VI
Right to Continue Business

If, but for the exercise of the right to continue the Company's business, as specified below, the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or the occurrence of any other even which terminates the continued membership of a Member in the Company, shall cause the dissolution of the Company, then the business of the Company shall continue(without dissolution) if elected, in writing, within ninety(90) days of the occurrence of such event by any remaining Member.

ARTICLE VII
Management by Members

The Company will be managed by its Members. The names and addresses of the initial Managing Members are as follows:

Daniel W. Welch	407 Ave. K., S.E., Winter Haven, FL 33880
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David M. Loewy	407 Ave. K., S..E., Winter Haven, FL 33880
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The Members, acting as a group, have sole authority to manage the Company. The Members may delegate to a subcommittee of Members, an individual Member, or an employee of the Company any management responsibility or authority, unless otherwise prohibited by the Regulations and Operating Agreement. No individual Member, solely by virute of being a Member, shall be an agent of the Company, and no individual Member has the authority to make any contracts, incur any debt, enter into any transactions, or make any commitments on behalf of the Company.

ARTICLE IX
Regulations of Company

The power to adopt, alter, amend or repeal the Regulations and Operating Agreement of the Company shall be vested in the Members.

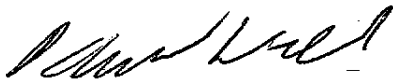
ARTICLE X
Informal Action of Members

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting and filed with the Company as part of its records.

ARTICLE XI
Transferability of Member's Interest

An interest of a Member of this Company may be transferred or assigned only to such extent and in the manner provided in the Regulations and Operating Agreement.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 28th day of May, 1999.

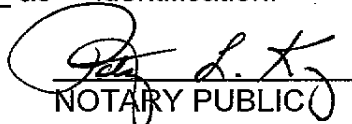


DANIEL W. WELCH

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 28th day of May, 1999, by **DANIEL W. WELCH**, who is personally known to me or produced _____ as identification.

(SEAL)



NOTARY PUBLIC

Print Name of Notary

My Commission Expires: _____



Patsy L. King
MY COMMISSION # CC677350 EXPIRES
October 19, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

Having been named as Registered Agent and to accept service of process for the above-stated limited liability company, 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 the accept the obligations of my position as Registered Agent.



DANIEL W. WELCH

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 28th day of May, 1999, by **DANIEL W. WELCH**, who is personally known to me or produced _____ as identification.

(SEAL)



NOTARY PUBLIC

Print Name of Notary

My Commission Expires: _____



Patsy L. King
MY COMMISSION # CC677350 EXPIRES
October 19, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

H:\HOME\PLK\KEYE\AOC

AFFIDAVIT
(F.S. §608.407(2))

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, the undersigned authority personally appeared **DANIEL W. WELCH**, who on oath says:

1. That the Affiant is a Member of **EYE SURGERY & LASER CENTER, LLC**, a Florida limited liability company.
2. That **EYE SURGERY & LASER CENTER, LLC**, has at least one Member.
3. The total amount of the cash contributed by the Members is \$30,000.
4. The total amount of property contributed by the Members is \$0.
5. Total amount of cash contributed and anticipated to be contributed by the Members is \$50,000.
6. The total amount of property contributed and anticipated to be contributed by the Members is \$0.

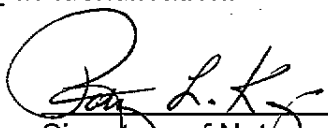
FURTHER AFFIANT SAYETH NAUGHT.



DANIEL W. WELCH, a Member

SWORN TO AND SUBSCRIBED before me this 28th day of May, 1999, by **DANIEL W. WELCH**, who is personally known to me or who has produced _____ as identification.

(AFFIX SEAL)



Signature of Notary

Print, Type or Stamp
Commissioned Name of Notary Public

H:\HOME\PLK\EYE\AFF



Patsy L. King
MY COMMISSION # CC677350 EXPIRES
October 19, 2001
BONDED THRU TROY FAIN INSURANCE, INC.