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Thomas W. Ruggles, L.A.
Attorney and Counselor at Law
603 Indian Rocks Road
Belleair, FL 33756-2056

(727) 461-0420

Fax: (727) 461-5655

September 24, 1999

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: EYE PHYSICIANS LAND ASSOCIATION, L.L.C.

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****285.00 ****285.00

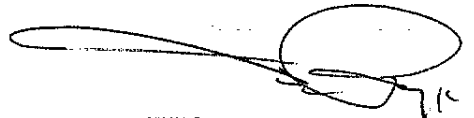
Dear Sir or Madam:

I am enclosing two original Articles of Incorporation for filing, as well as a check in the amount of \$285.00, for the following:

Limited liability company filing fee	\$250.00
Registered Agent designation	<u>35.00</u>
TOTAL	\$285.00

Please return the certified copy of the Articles to my office. In the event of any questions or problems, please call.

Very truly yours,


THOMAS W. RUGGLES

TWR/ksf

Enclosures

SECRETARY OF STATE
09 SEP 27 1999
FILED

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Name	<i>TR</i>
Availability	105
Document Examiner	<i>TR</i>
Updater	<i>TR</i>
Notary Verifier	<i>TR</i>
Acknowledgment	<i>TR</i>
W. P. Verifier	<i>TR</i>



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 29, 1999

THOMAS W. RUGGLES
603 INDIAN ROCKS ROAD
BELLEAIR, FL 33756-2056

SUBJECT: EYE PHYSICIANS LAND ASSOCIATION, L.L.C.
Ref. Number: W99000022498

We have received your document for EYE PHYSICIANS LAND ASSOCIATION, L.L.C. 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 document must contain both the street address of the principal office and the mailing address of the limited liability company.

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 099A00047558

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29 SEP 27 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF
EYE PHYSICIANS LAND ASSOCIATION, L.L.C.**

The undersigned, for the purpose of formation of a Limited Liability Company under the Florida Limited Liability Act, *Florida Statutes, Chapter 608*, hereby makes, acknowledges and files the following Articles of Organization.

**ARTICLE I.
NAME**

The name of this Limited Liability Company shall be **EYE PHYSICIANS LAND ASSOCIATION, L.L.C.** ("Company").

**ARTICLE II.
TERM OF EXISTENCE**

The Company is to exist perpetually.

**ARTICLE III.
PLACE OF BUSINESS AND REGISTERED AGENT**

The registered office and principal place of business of this Company shall be 1345 West Bay Drive, Suite 101, Largo, Florida 33770, and such other place or places as the members from time to time may determine. The street address and mailing address are the same.

The initial name and address of the Registered Agent of the Company shall be Stephen M. Weinstock, 1345 West Bay Drive, Suite 101, Largo, Florida 33770

**ARTICLE IV.
PURPOSE**

The Company is created and organized for the purpose of developing and operating medical facilities and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all of the powers granted to a Limited Liability Company under the laws of the State of Florida.

**ARTICLE V.
CONTRIBUTIONS TO CAPITAL**

The initial capital of this Company shall consist of the cash or property which will be contributed by the members in the following amounts:

Stephen M. Weinstock	\$10,000.00
Kristene H. Richards	\$10,000.00

No member shall be entitled to receive interest on his or her contribution to capital.

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FLORIDA

**ARTICLE VI.
MANAGEMENT OF BUSINESS**

Management by the members, with voting power pro rata to their interest. All members shall have equal rights in the management or conduct of the Company. The members, in accordance with the regulations duly adopted by the Company, may, upon majority vote, elect to have management by an independent entity or by a member elected to be the managing member. The regulations shall provide for such management and will contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

**ARTICLE VII.
REGULATIONS**

At the time of executing these Articles of Organization, the members of the Company have adopted regulations containing all provisions for the regulation and management of this Company not inconsistent with law or these Articles.

The power to alter, amend or repeal these regulations shall be vested in all the members of this Company decided by majority vote.

**ARTICLE VIII.
PROPERTY**

Real or personal property originally brought into or transferred to the Company, or acquired by the Company by purchase, or otherwise, shall be held and owned, and conveyance shall be made, in the name of this Company.

**ARTICLE IX.
MEETING OF MEMBERS**

Annual meetings of the members shall be held without call or notice within sixty (60) days after the close of the Company's fiscal year at its principal place of business at times selected by the members or the managing member, if any. Special meetings may be called in accordance with the requirements set forth in the regulations. Notice of special meetings shall be by actual notice in person or by telephone to each by (certified) mail to each member. Attendance at a meeting shall constitute a waiver of notice.

Minutes shall be kept of all regular and special meetings.

**ARTICLE X.
TRANSFERABILITY OF MEMBER'S INTEREST**

A member's interest in this Company may be transferred only with the unanimous written consent of all the remaining members if the transferee intends to become a member. Without this consent, the transferee shall not be entitled to become a member or to participate in the management of the Company,

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but shall be entitled only to the share of profits, other compensation or return of contributions to which the transferor otherwise would be entitled.

**ARTICLE XI.
PROFITS AND LOSSES**

The members of this Company shall be entitled to the net profits arising from the operation of the Company business. Each member shall be entitled to his or her distributive share of the profits according to his or her pro rata interest in the Company. Losses shall be passed through to each member according to his or her pro rata interest in the Company.

Profits and losses generated by the business of this Company shall be passed through to the members in their proportionate share pursuant to Article V above.

**ARTICLE XII.
ADMISSION OF NEW MEMBERS**

Additional members may be admitted from time to time with the unanimous written consent of the members on such terms and conditions as are set forth by a simple majority of the members.

**ARTICLE XIII.
WITHDRAWAL OR RETIREMENT OF MEMBER(S)**

In the event any member desires to withdraw or retire from the Company, the member shall give sixty (60) days' notice of his or her intention in writing by certified mail to the other members at the last known address of each member. If any member is adjudged incompetent or insane, his or her guardian shall give notice thereof to each of the other members in the same manner.

**ARTICLE XIII.
EXPULSION OF MEMBER(S)**

Grounds for Expulsion. Any member may be expelled from membership in the Company by a vote of not less than eighty percent (80%) of the members on the following grounds:

1. Failure of a member to make, when due, any contribution required to be made under the terms of this agreement or the regulations of the company, when such failure has continued for a period of thirty (30) days after written notice thereof;
2. Failure to fulfill any other obligation to the Company as specified in these Articles or the regulations of the company, when such failure has continued for a period of thirty (30) days after written notice thereof;
3. The making of an assignment for the benefit of creditors, the filing of a petition under the National Bankruptcy Act, or under any similar law or statute of the United States or any state thereof, or the adjudication of the member as a bankrupt or insolvent in proceedings filed against such member under

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any such act or statutes; or

4. Any unlawful act causing damage to the Company.

**ARTICLE XIV.
DISSOLUTION, WINDING UP, LIQUIDATION**

1. Causes of Dissolution. This Company shall be dissolved on the occurrence of any of the following events, unless the remaining members, unanimously, give their written consent to the continuance of the Company:

- A. Termination of the term of existence specified herein, provided it is less than thirty (30) years.
- B. Withdrawal, retirement or expulsion of a member.
- C. Death, disability or bankruptcy of a member.
- D. Unanimous written consent of the members.

2. Right to Continue Business. The remaining members of this Company, provided their interest is greater than fifty percent (50%) shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event that terminates the continued membership of a member in the Company.

3. Payment if Company is Continued. If the remaining members elect to continue the Company business under subparagraph (b) of this article, they shall pay to the retiring, withdrawing or expelled member, or to the estate of the deceased, the value of such member's interest, as determined by subparagraph (4) of this article, as of the date of the events enumerated in subparagraph (1). Payment shall be made within three (3) months.

4. Value of Member's Interest. The value of a member's interest in the Company shall be computed by (1) adding the totals of (a) his or her capital account, (b) his or her income account, and (c) any other amounts owed to him or her by the Company; and (2) subtracting from the sum of the above totals the sum of the total of any amount owed by him or her to the Company. If any member withdraws from the Company, that member shall be entitled to his or her initial contribution as herein provided to his or her subsequent capital and to simple interest of eight percent (8%) on the foregoing amounts.

5. Winding Up and Liquidation. On dissolution of the Company, if the Company business is not continued pursuant to subparagraph (b) of this article, it shall be wound up and liquidated as quickly as circumstances will allow. The assets of the Company shall be applied to Company liabilities in the following order:

- A. Amount owing to creditors other than members;
- B. Amounts owing to members other than for capital and profits;

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- C. Amounts owing to members in respect to capital;
- D. Amounts owing to members in respect to profits.

**ARTICLE XV.
NOTICE TO MEMBERS**

All notices to the members of this Company pursuant to these Articles shall be deemed effective when given by personal delivery or by certified mail, return receipt requested.

**ARTICLE XVI.
AMENDMENTS**

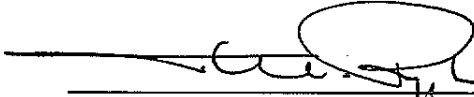
These Articles, except with respect to the vested rights of the members, may be amended from time to time by a majority in interest of the members, and the amendments shall be filed, duly signed by all members of the Company, with the Florida Department of State. All members of the Company agree to abide by the majority decision and agree to sign such amendments for the purpose of filing with the Florida Department of State.

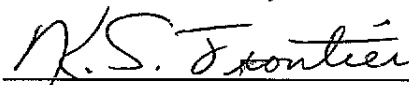
**ARTICLE XVII.
COMMENCEMENT OF LIMITED LIABILITY COMPANY'S EXISTENCE**

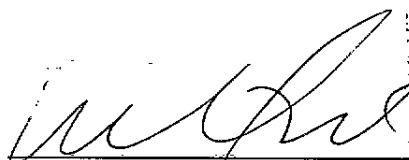
The date that this limited liability company's existence shall begin is September 23, 1999. This election is pursuant to Florida Statute 608.409.

IN WITNESS WHEREOF, a party hereto has executed these Articles of Organization on the 4² day of October, 1999.

Witnesses:


 (Print Name) THOMAS W. RUGGLES


 (Print Name) K.S. FRONTIERO


 (Print Name) STEPHEN M. WEINSTOCK, Member

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 TALLAHASSEE, FLORIDA

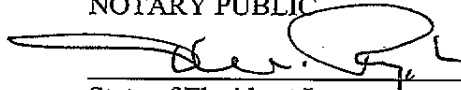
STATE OF FLORIDA }
 COUNTY OF PINELLAS }

The foregoing document was acknowledged before me on the 4² day of October, 1999, by **STEPHEN M. WEINSTOCK**, who: is personally known to me, or is not personally known to me,

Articles of Incorporation for
Eye Physicians Land Association, L.L.C.

who produced _____ as identification.

NOTARY PUBLIC



State of Florida at Large
Commission Number & Expiration Date:

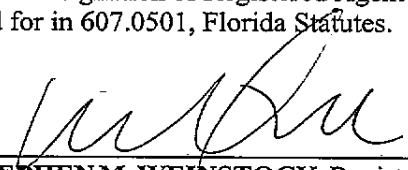


Thomas W. Ruggles
MY COMMISSION # CG625273 EXPIRES
April 8, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

STEPHEN M. WEINSTOCK does hereby accept the designation of Registered Agent and states that he is familiar with, and accepts the obligations provided for in 607.0501, Florida Statutes.

DATED this 4 day of October, 1999



STEPHEN M. WEINSTOCK, Registered Agent

AFFIDAVIT PURSUANT TO 608.407(2) F.S.

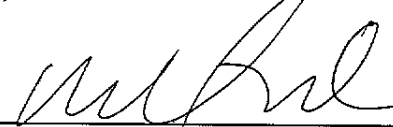
Before me, the undersigned authority, this date personally appeared **STEPHEN M. WEINSTOCK** who being first duly sworn states as follows:

1. That he is of lawful age and makes this Affidavit on personal knowledge.
2. That the only two members of **EYE PHYSICIANS LAND ASSOCIATION, L.L.C.** a Florida limited liability company, are **STEPHEN M. WEINSTOCK** and **KRISTENE H. RICHARDS** and they have each contributed \$10,000 cash to the L.L.C. and they each anticipate that they will contribute \$10,000 cash in the future.
3. That no contributions of property have been made by either Member.

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Articles of Incorporation for
Eye Physicians Land Association, L.L.C.

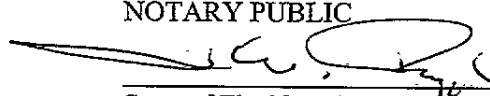
4. That this Affidavit is made pursuant to 608.407(2) F.S. and the matters herein are true and correct.



STEPHEN M. WEINSTOCK, Affiant
10/4/99


STATE OF FLORIDA }
COUNTY OF PINELLAS }

The foregoing document was acknowledged before me on the 4 day of October, 1999, by
STEPHEN M. WEINSTOCK, who: is personally known to me, or is not personally known to me,
who produced _____ as identification.

NOTARY PUBLIC


State of Florida at Large
Commission Number & Expiration Date:

CEye Physicians LLC articles

 Thomas W. Ruggles
MY COMMISSION # CC625273 EXPIRES
April 8, 2001
BONDED THRU TROY FAIR INSURANCE, INC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA