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LIFEVISION

A Complete Sight Enhancement Program

SHERYL B. WEINER, CPA, MM
Vice President • Product Management and Operations

LIFEVISION, LLC.
2668 WINKLER AVENUE FORT MYERS, FL 33901
941.939.4619 FAX 941.939.4712 E-MAIL SHERYLWEINER@MSN.COM

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| NEW FILINGS | |
|-------------|-------------------|
| | Profit |
| | NonProfit |
| | Limited Liability |
| | Domestication |
| | Other |

| AMENDMENTS | |
|------------|--|
| | Amendment |
| | Resignation of R.A., Officer/ Director |
| | Change of Registered Agent |
| | Dissolution/Withdrawal |
| | Merger |

| Name | Availability |
|-----------------|---------------------|
| Document | 11/20/97 |
| OTHER FILINGS | |
| Examiner | Annual Report DCC |
| Update | Fictitious Name DCC |
| Update | Name Reservation |
| Verify | |
| Acknowledgement | DCC |
| W. P. Verifier | DCC |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| | Foreign |
| | Limited Partnership |
| | Reinstatement |
| | Trademark |
| | Other |

Sheryl Weiner GAVE

AUTHORIZATION BY PHONE TO
CORRECT m6em + mgr
DATE 11/20/97
DOC. EXAM. dcc

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Examiner's Initials

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF
FLORIDA:

1. LIFEvision, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not
so contained in the name at present.)

2. State of Maryland 3. 52-2001821
(Jurisdiction under the law of which foreign limited liability (FEI number, if applicable)
company is organized)

4. 10/24/96 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to
exist or "perpetual")

6. 4/10/97
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 2608 Winkler Avenue Fort Myers, FL 33901
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who
will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

Michael Kelley CEO
2608 Winkler Ave. MGRM
Fort Myers, FL 33901

Sheryl Weiner VP
2608 Winkler Ave MGR
Fort Myers, FL 33901

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, 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:

LifeVision, LLC

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

Michael J. Kelley
Life Vision (Name)

2608 Winkler Avenue
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

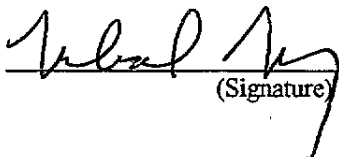
Myers, Florida 33901
(City/State/Zip)

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TALLAHASSEE, FLORIDA

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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.


(Signature)

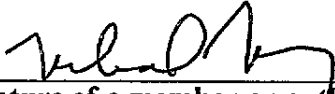
11/11/97
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of LIFEVISION, LLC.
_____deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 100,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 437,500
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 537,500
This total includes amounts from 2 and 3 above.
- 5) the total amount of cash or property anticipated to be contributed by member(s) is \$ 537,500



Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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TALLAHASSEE, FLORIDA

Filing Fee: \$250.00 for Application and Affidavit

**OPERATING AGREEMENT
OF
LIFEVISION, LLC**

Names, Addresses, Capital Contributions and Percentage Interests of Members

Schedule A

| <i>Name and Address</i> | <i>Non-Cash Contribution Units</i> | <i>Initial Cash Contributions (\$.50/Unit)</i> | <i>Initial Percentage Interest</i> | <i>Number of Units</i> |
|--|--|---|--|----------------------------|
| Visionics Corporation 1000 Boone Ave. North, Ste. 600 Minneapolis, MN 55427 Attention: Dave Henderson | 175,000 | \$0 | 16.43% | 175,000 |
| Vision Rehabilitation Strategies, Inc. 2668 Winkler Ave. Ft. Meyers, Florida 33906 Attention: Mike Kelley | 250,000 | \$100,000 | 42.25% | 450,000 |
| Daniel J. Gorney 19 Queens Lane Queensbury, NY 12804 | 110,000 | \$0 | 10.33% | 110,000 |
| Johns Hopkins University 2024 E. Monument Street, Suite 2-100 Baltimore, MD 21205 Attention: Howard Califano, Esquire | 330,000 | \$0 | 30.99% | 330,000 |
| TOTALS | 865,000 | \$100,000 | 100.00% | 1,065,000 |

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LifeVision, LLC**SCHEDULE B**
to
Term Sheet
Capital Contributions1. Visionics

150,000 Common Interests to Visionics for Visionics recognized expenditures, plus an additional 25,000 Common Interests to Visionics for general goodwill (total to Visionics - 175,000 Common Interests):

- LifeVision name and logo
- LifeVision stationery and business cards
- Trademark/Name research
- Preparation of financial statement
- Dan Gorney's salary, benefits and travel and business expenses for August through November 1996; legal expenses, and Matt Severns expenses
- 1996 AAO conference support

2. JHU

- Royalty free license agreement with LifeVision for commercialization of the LifeVision Practice Management System and associated diagnostic and functional tests
- Start-up office and administrative support staff (Baltimore based) for 12 months to effect technology transfer
- Massof unreimbursed time and reputation

3. VRSI

- \$100,000 Cash
- Exclusive royalty free license for (a) existing practice management systems and procedures related to low vision clinic management, and (b) financial management systems (computer time/programs) and reimbursement protocols
- In process low vision deals and prospects
- Administrative start-up office facilities and support staff for 12 months

4. Gorney

- Low-vision systems experience and documentation
- Clinical management contacts and protocols

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STATE OF MARYLAND

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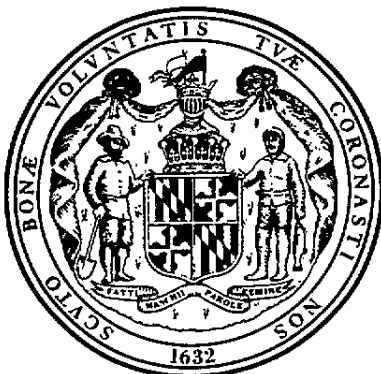
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, BRENDA A. WALKER OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE, RELATING TO LIMITED LIABILITY COMPANIES OR THE RIGHT OF LIMITED LIABILITY COMPANIES TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT LIFEVISION, LLC IS A LIMITED LIABILITY COMPANY EXISTING UNDER AND BY VIRTUE OF THE LAWS OF THE STATE OF MARYLAND AND THAT SAID LIMITED LIABILITY COMPANY IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING TO TRANSACT BUSINESS.

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TALLAHASSEE, FLORIDA



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 2ND DAY OF SEPTEMBER, 1997.


BRENDA A. WALKER
ADMIN SPECIALIST II