

m99000000201

SCIBELLI & SHAHEEN, L.L.P.

SECOND FLOOR  
1919 PENNSYLVANIA AVENUE, N.W.  
WASHINGTON, D.C. 20006

TEL: (202) 467-0920  
FAX: (202) 467-0831  
E-MAIL: APSJR@TX.NETCOM.COM

June 8, 1999

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JUN -9 AM 11:18

VIA FEDERAL EXPRESS

Ms. Michelle Hodges  
Document Specialist  
Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Millennium Laser Florida, LLC  
(Change of Alternate Name)

Dear Ms. Hodges:

800002900739--1  
-06/10/99--01063--004  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Pursuant to our discussions, attached please find copies of the following documents:

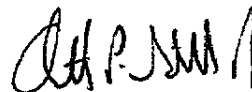
- (i) an originally executed Assistant Secretary's Certificate evidencing the Management Board's approval of a resolution changing the Company's alternate name in the State of Florida from "Millennium Laser Centers, LLC" to "Millennium Laser Eye Centers, LLC"; and
- (ii) a copy of the Company's qualification certificate from the State of Florida (document number M99000000201).

Also enclosed is a check made out to the "Florida Department of State" to cover the filing fee.

Please give me a call at (703) 706-9570 if you have any questions concerning the enclosed documentation.

Your help in this matter is greatly appreciated.

Sincerely,



Arthur P. Scibelli,

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

**ASSISTANT SECRETARY'S CERTIFICATE**

**MILLENNIUM LASER FLORIDA, LLC**

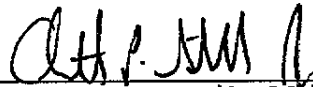
I, Arthur P. Scibelli, Jr., Assistant Secretary of Millennium Laser Florida, LLC, a Delaware limited liability company (the "Company"), hereby certify that by Written Consent in lieu of Special Meeting of the Management Board dated June 8, 1999, the following resolutions were approved and adopted, and that such resolutions have not been altered, amended, modified or rescinded in any respect since the date of their adoption and are in full force and effect on and as of the date hereof:

Change of Alternate Name

RESOLVED, that the Company change its alternate name in the State of Florida from "Millennium Laser Centers, LLC" to "Millennium Laser Eye Centers, LLC"; and

FURTHER RESOLVED, that the proper officers of the Company be, and they hereby are, authorized and directed, in the name of and on behalf of the Company, to execute and deliver any and all documents and to take any and all further actions as they may deem necessary or advisable in their sole discretion to carry out the intent and purpose of the foregoing resolution.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand as of the 8th day of June, 1999.



Arthur P. Scibelli, Jr.  
Assistant Secretary

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JUN -9 AM 11:18