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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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To:

Division of Corporations  
Fax Number : (850) 922-4001

From:

Account Name : MACFARLANE FERGUSON & MCMULLEN (CLEARWATER)  
Account Number : 071005001001  
Phone : (727) 441-8966  
Fax Number : (727) 442-8470

**FLORIDA PROFIT CORPORATION OR P.A.**

**CUREYES, INC.**

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$78.75

ARTICLES OF INCORPORATION  
OF  
CUREYES, INC.

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TALLAHASSEE, FLORIDA  
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ARTICLE I

Name and Address

The name of this corporation is CUREYES, INC., whose place of business is located at 400 Celebration Place, Suite A270, Celebration, FL 34747.

ARTICLE II

Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue One Thousand (1,000) shares at one dollar (\$1.00) par value common stock, which shall be designated "common shares". The consideration to be paid for each

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share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

ARTICLE V  
Preemptive Rights

Any shareholder, upon the sale by the corporation for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI  
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 625 Court Street, Second Floor, Clearwater, Florida 33756 and the name of the initial registered agent of this corporation at that address is Emil C. Marquardt, Jr.

ARTICLE VII  
Initial Board of Directors and Officers

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This corporation shall initially have two (2) directors who will serve as a member of the Board of Directors. The number of directors and/or officers may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director and officer of this corporation is:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Dan Montzka, M.D.	400 Celebration Place Suite A270 Celebration, FL 34747	President
Dana Deupree, M.D.	400 Celebration Place Suite A270 Celebration, FL 34747	Secretary

ARTICLE VIII  
Incorporators

The name and address of the persons signing these Articles is:

<u>Name</u>	<u>Address</u>
EMIL C. MARQUARDT, JR.	625 Court Street - Second Floor Clearwater, FL 33756

ARTICLE IX  
Bylaws

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

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ARTICLE X  
Shareholder Quorum and Voting

Shareholder Quorum and Voting provisions shall be set forth in the corporation's By-Laws.

ARTICLE XI  
Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XII  
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII  
Amendment


This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by the vote of seventy-five (75%) percent of the shareholders, and any right conferred upon the shareholders is subject to this reservation.

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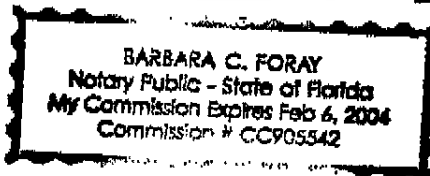
IN WITNESS WHEREOF, the undersigned Incorporator has executed  
these Articles of Incorporation this 5th day of June, 2000.

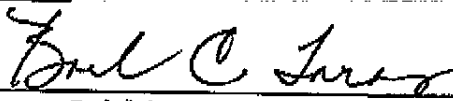
  
EMIL C. MARQUARDT, JR.  
Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before  
me, an officer duly authorized to administer oaths and take acknow-  
ledgments, EMIL C. MARQUARDT, JR. to me personally known or who has  
produced UP as identification, and known to me  
to be the individual described in and who executed the foregoing  
instrument and he acknowledged before me that he executed the same  
for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County  
and State, this 5 day of JUNE, 2000.

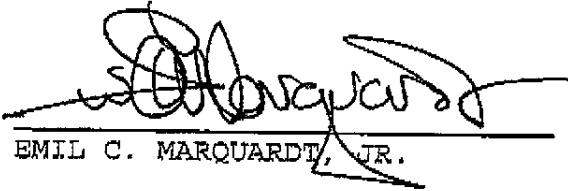


  
Notary Public  
Print Name Barbara C. Foray  
My Commission Expires: 2/6/2004

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept service for process for CUREYES,  
INC. at the place designated in this Certificate, I hereby accept  
and agree to act in said capacity and agree to comply with the  
provisions of the Florida Corporation Act relative to keeping open  
said office.

  
EMIL C. MARQUARDT, JR.