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LINDA M. WATSON, CPA

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FILED
00 DEC 18 PM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 12, 2000

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*****78.75 *****78.75

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

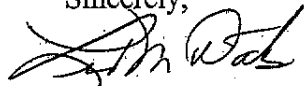
RE: Lasersight Lasik Institute, Inc.

Dear Sirs:

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75 which covers the filing fee and a certificate. Please forward the certificate to:

Michael Haynes
801 N. Stone Street, Suite C
DeLand, FL 32720

Sincerely,



Linda M. Watson, CPA

C812-23

**ARTICLES OF INCORPORATION
OF
Lasersight Lasik Institute, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby makes, subscribes to, acknowledges and files these Articles of Incorporation for the purpose of organizing and incorporating a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be **Lasersight Lasik Institute, Inc.** and it shall be hereinafter referred to as the "corporation".

ARTICLE II

The general purposes for which the corporation is initially organized are as follows:

- a. Any business activity authorized by the laws of the State of Florida.
- b. To transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes (1979) as amended.

ARTICLE III

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares. These shares shall consist of one class only, and such class shall be known as "common stock" or "common shares" of the corporation. Each share will have a par value of \$1.00 per share.

ARTICLE IV

When a new issue of shares of the corporation is offered by it for sale in which the consideration to be paid for such shares is to be paid in cash, each existing shareholder shall have the preemptive right to purchase his pro-rata number of shares, or fractions thereof, at the price at which such newly issued shares are offered to other persons.

ARTICLE V

The street address of the corporation shall be : 801 N. Stone Street, Suite C, DeLand, FL 32720. The street address of the initial registered office of the corporation shall be 801 N. Stone Street, Suite C, DeLand, FL 32720. The name of the official registered agent (who shall be located at such registered office) shall be Michael Haynes . To signify acceptance of appointment as registered agent, the registered agent named in this Article has signed these Articles pursuant to 607.034, Florida Statutes.

ARTICLE VI

The number of directors who shall constitute the initial board of directors of the corporation shall be two (2). The name and street address of the persons who are to serve as members of the initial board of directors of the corporation shall be:

Name of Director	Address
Michael Haynes	801 N. Stone Street, Suite C DeLand, FL 32720
Lorain Haynes	801 N. Stone Street, Suite C DeLand, FL 32720

ARTICLE VII

The name and address of each incorporator of the corporation is as follows:

Name of Incorporator	Address
Michael Haynes	801 N. Stone Street, Suite C DeLand, FL 32720

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person who is competent to contract under the laws of the State of Florida, by those present does hereby execute, acknowledge and cause to be delivered to the Florida Department of State these Articles of Incorporation of:

Lasersight Lasik Institute, Inc.

and we request the Department of State to file these Articles, in accordance with Chapter 607, Florida Statutes; accordingly, the undersigned incorporator does hereunto set his hand and seal at Volusia County, Florida, this 13 day of December, 2000.

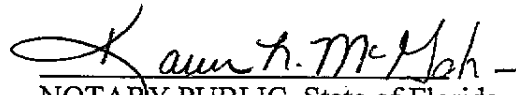
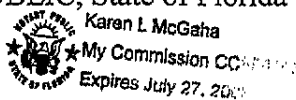

As Incorporator


As Registered Agent


ACKNOWLEDGMENTS


STATE OF FLORIDA
COUNTY OF VOLUSIA

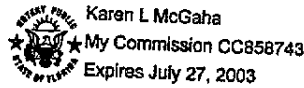
The foregoing Articles of Incorporation of **Lasersight Lasik Institute, Inc.** were acknowledged before me by Michael Haynes , this 13 day of December 2000.


NOTARY PUBLIC, State of Florida
At large.


The foregoing Acceptance of Designation of Registered Agent of **Lasersight Lasik Institute, Inc.** was acknowledged before me by Michael Haynes , as Registered Agent, this 13 day of December, 2000.


As Registered Agent


NOTARY PUBLIC, State of Florida
At large
My commission expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA