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CORPORATE ACCESS, INC.

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or ~~(800) 969-1666~~ . Fax (850) 222-1666

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1.) Surg-Light of Florida, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
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3.) _____
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4.) _____
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5.) _____
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December 4, 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA FEDERAL EXPRESS
Mrs. Glinda P. Bennett
Corporate Access, Inc.
236 East 6th Avenue
Tallahassee, FL 32303

Re: SurgiLight, Inc.

Dear Glinda:

Enclosed are an original and one copy of Articles of Incorporation for the above-referenced corporation.

Please file the Articles of Incorporation with the Secretary of State on Wednesday, December 5, 2001. We would also appreciate your returning a certified copy of the filed Articles to us along with your statement for the filing fees for delivery on Thursday, December 6, 2001.

This corporation is being formed as a subsidiary of the Delaware corporation by the same name that is already qualified to do business in Florida. After filing these Articles, the Delaware corporation will be merged with and into the Florida corporation. To the extent we are unable to incorporate as SurgiLight, Inc. in Florida because of the foreign qualification, please change the name to SurgiLight of Florida, Inc.

If you have any questions or run into any problems, please call me. My direct work number is 407-992-1115.

Very truly yours,

Darlene

Darlene Riley, Paralegal

Enclosures

205 E. Central Boulevard • Suite 601 • Orlando, Florida 32801
Phone (407) 422-0300 / (407) 835-1234 • Fax (407) 425-0032
E-Mail jbg@bislawgroup.com

ARTICLES OF INCORPORATION

OF

SURGILIGHT OF FLORIDA, INC.

ARTICLE I. NAME AND ADDRESS. The name of the corporation is SurgiLight Of Florida, Inc., and its principal place of business and its mailing address is 12001 Science Drive, Suite 140, Orlando, FL 32826.

ARTICLE II. REGISTERED AGENT AND ADDRESS. The address of the corporation's registered office in the State of Florida is 455 S. Orange Avenue, Suite 500, Orlando, Florida 32801. The name of its registered agent at such address is The Business Law Group.

ARTICLE III. PURPOSE. The purpose of the corporation is to engage in any lawful activity for which corporations may be organized under the General Corporation Law of the State of Florida as the same now exists or may hereafter be amended ("GCLF").

ARTICLE IV. COMMENCEMENT AND TERM. The existence of the Corporation will commence on the date of filing of these Articles of Incorporation, and the Corporation will have perpetual existence.

ARTICLE V. AUTHORIZED STOCK.

1. Authorized Stock. This corporation is authorized to issue the following shares of capital stock:

(a) Common Stock. The aggregate number of shares of Common Stock which the corporation shall have the authority to issue is Sixty Million (60,000,000) shares, par value $0.0001 per share.

(b) Preferred Stock. The aggregate number of shares of Preferred Stock which the corporation shall have the authority to issue is Ten Million (10,000,000) shares, par value $0.0001 per share.

2. Description of Common Stock. Holders of Common Stock are entitled to one vote for each share held of record on all matters submitted to a vote of stockholders and may not cumulate their votes for the election of directors. Shares of Common Stock are not redeemable, do not have any conversion or preemptive rights, and are not subject to further calls or assessments once fully paid.

Holders of Common Stock will be entitled to share pro rata in such dividends and other distributions as may be declared from time to time by the board of Directors out of funds legally available therefor, subject to any prior rights accruing to any holders of preferred stock of the Company. Upon liquidation or dissolution of the Company, holders of shares of Common Stock will be entitled to share proportionally in all assets available for distribution to such holders.

3. Description of Preferred Stock. The terms, preferences, limitations and relative rights of the Preferred Stock are as follows:

(a) The Board of Directors is expressly authorized at any time and from time to time to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited, but not to exceed one vote per share, or without voting powers, and with such designations, preferences and relative participating, optional or other special rights and qualifications, limitations or restrictions, as shall be fixed and determined in the resolution or resolutions providing for the issuance thereof adopted by the Board of Directors, and as are not stated and expressed in this Certificate of Incorporation or any amendment hereto, including (but without limiting the generality of the foregoing) the following:

(i) the distinctive designation of such series and the number of shares which shall constitute such series, which number may be increased (but not above the total number of authorized shares of Preferred Stock and, except where otherwise provided by the Board of Directors in creating such series) or decreased (but not below the number of shares thereof then outstanding) from time to time by resolution by the Board of Directors;

(ii) the rate of dividends payable on shares of such series, the times of payment, whether dividends shall be cumulative, the conditions upon which and the date from which such dividends shall be cumulative;

(iii) whether shares of such series can be redeemed, the time or times when, and the price or prices at which shares of such series shall be redeemable, the redemption price, terms and conditions of redemption, and the sinking fund provisions, if any, for the purchase or redemption of such shares;

(iv) the amount payable on shares of such series and the rights of holders of such shares in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the corporation;

(v) the rights, if any, of the holders of shares of such series to convert such shares into, or exchange such shares for, shares of Common Stock or shares of any other class or series of Preferred Stock and the terms and conditions of such conversion or exchange; and

(vi) the rights, if any, of the holders of shares of such series to vote.

(b) Except in respect of the relative rights and preferences that may be provided by the Board of Directors as hereinbefore provided, all shares of Preferred Stock shall be of equal rank and shall be identical, and each share of a series shall be identical in all respects with the other shares of the same series.

4. Series A Convertible Preferred Stock. The corporation hereby designates 3,000,000 shares of its authorized but unissued Preferred Stock as Series A Convertible Preferred Stock ("Series A Preferred Stock"), which Series A Preferred Stock shall have the following terms, preferences, limitations and relative rights:

(a) Voting. The Series A Preferred Stock shall be nonvoting, and the holders thereof shall not be entitled to vote on any issue coming before the shareholders of the corporation.

(b) Dividends. Each holder of record of shares of Series A Preferred Stock shall be entitled to share pro rata in such dividends and other distributions as the Board of Directors may declare from time to time out of funds legally available therefore. Dividends declared on Series A Preferred Stock shall not be paid in preference to any dividends on Common Stock.

(c) Conversion.

(i) Conversion by Holder. Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after July 1, 2002 and continuing through 5:00 p.m., eastern standard time on November 30, 2003, at the office of the corporation or any transfer agent for such stock, into shares of the corporation's Common Stock at the conversion rate set forth in subsection 4(c)(iii) below ("Conversion Rate"). All declared but unpaid dividends on each share of Series A Preferred Stock at the time of conversion shall, at the option of the holder thereof, be paid in full in cash on the conversion date. Before any holder of shares of Series A Preferred Stock shall be entitled to convert the same into shares of Common Stock pursuant to this subparagraph 4(c), such holder shall surrender the certificate or certificates representing such shares thereof, duly endorsed, at the office of the corporation or any transfer agent for such stock, and shall give written notice to the corporation at such office that he elects to convert the same. Such notice shall specify the effective date of the conversion that shall be no later than, and no earlier than five (5) days immediately preceding, the date of surrender of the certificate(s) for the Shares of Series A Preferred Stock to be converted ("Effective Date"). The corporation shall, as soon as practicable thereafter (but in no event later than five (5) days) and at its expense, issue and deliver at such office to such holder a certificate or certificates for the number of shares of Common Stock to which he shall be entitled. The person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date.

(ii) Automatic Conversion. Any share of Series A Preferred Stock that has not been converted by the holder of record thereof into shares of Common Stock on or before November 30, 2003 automatically shall be converted into shares of common stock on November 30, 2003 at the rate specified in subparagraph 4(c)(iii) below. The corporation shall mail notice of any such automatic conversion postage pre-paid, on or before December 31, 2003, at such holder's address as it shall appear on the books of the corporation. Such notice shall specify the conversion rate determined pursuant to subparagraph 4(c)(iii) below and shall state the number of shares of Common Stock into which such holder's shares if Series A Preferred Stock have been converted. Upon such automatic conversion, the Series A Preferred Stock shall be deemed no longer to be outstanding, the right to further dividends thereon shall cease and all rights with respect to such Series A Preferred Stock shall forthwith terminate, except for the right to the holders thereof to receive the shares of Common Stock reserved for exchange therewith upon such conversion. All of the procedures for

exchange shall be equivalent to those for conversion as set forth in subparagraph 4(c)(i) above. If any holder of record of any such shares shall not have surrendered for conversion any certificate for his shares of Series A Preferred Stock for exchange with Common shares then, on and after November 30, 2003, notwithstanding that any certificate for Series A Preferred Stock so called for automatic conversion shall not have been surrendered for cancellation, the shares represented thereby shall be deemed no longer to be outstanding, the right to further dividends thereon shall cease, and all rights with respect to such Series A Preferred Stock shall forthwith terminate, except for the right to the holders thereof to receive the shares of Common Stock into which such shares of Series A Preferred Stock have been converted. Common shares shall be set aside in amounts sufficient to effect the exchange.

(iii) Conversion Rate. If conversion is effected at the option of the Holder pursuant to subparagraph (c)(i) above, then the number of shares of Common Stock issuable upon conversion of each share of Series A Preferred Stock into Common Stock of the corporation shall be equal to $1.50 divided by an amount equal to eighty-five percent (85%) of the average of the closing "bid" prices as quoted on the NASD Over-The-Counter Bulletin Board ("OTCBB") for the corporation's Common Stock for the ten (10) trading days immediately prior to the Effective Date of conversion. In the event of automatic conversion pursuant to subparagraph 4(c)(ii) above, the number of shares of Common Stock issuable upon conversion of each share of Series A Preferred Stock shall be equal to $1.50 divided by an amount equal to eighty-five percent (85%) of the average of the closing "bid" prices for the corporation's Common Stock as quoted on the NASD OTCBB for the ten (10) trading days immediately preceding November 30, 2003. Fractional shares shall be treated as set forth in subparagraph 4(c)(ix). The conversion rate shall be subject to adjustment as set forth in subparagraph 4(f).

(iv) Adjustments for Reorganization, Reclassification, Exchange and Substitution. In case of any reorganization or any reclassification of the capital stock of the corporation, any consolidation or merger of the corporation with or into another corporation or corporations, or the conveyance of all or substantially all of the assets of the corporation to another corporation, the Conversion Rate for Series A Preferred Stock then in effect shall, concurrently with the effectiveness of such reorganization or reclassification, be proportionately adjusted such that Series A Preferred Stock shall be convertible into, in lieu of the number of shares of Common Stock which the holders would otherwise have been entitled to receive, a number of shares of such other class or classes of stock or other securities or property equivalent to the number of shares of Common Stock that would have been subject to receipt by the holders upon conversion of Series A Preferred Stock immediately before such event; and, in any such case, appropriate adjustment (as determined by the Board) shall be made in the application of the provisions herein set forth with respect to the rights and interest thereafter of the holders of Series A Preferred Stock, to the end that the provisions set forth herein shall thereafter be applicable, as nearly as reasonably may be, in relation to any shares of stock or other property thereafter deliverable upon the conversion of Series A Preferred Stock.

(v) No Impairment. The corporation will not, by amendment of its Certificate of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary

action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the corporation, but will at all times in good faith assist in the carrying out of all the provisions of this subparagraph 4(c) and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of Series A Preferred Stock against impairment.

(vi) Notices of Record Date. In the event of any taking by the corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, any security or right convertible into or entitling the holder thereof to receive Common Stock, or any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, the corporation shall mail to each holder of Series A Preferred Stock at least ten (10) days prior to the date specified therein a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution, security or right, and the amount and character of such dividend, distribution, security or right.

(vii) Issue Taxes. The corporation shall pay any and all issue and other taxes that may be payable in respect of any issue or delivery of shares of Common Stock on conversion of shares of Series A Preferred Stock pursuant hereto; provided, however, that the corporation shall not be obligated to pay any transfer taxes resulting from any transfer requested by any holder in connection with any such conversion.

(viii) Reservation of Stock Issuable Upon Conversion or Exchange. The corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of Series A Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series A Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion or exchange of all then outstanding shares of Series A Preferred Stock, the corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

(ix) Fractional Shares. No fractional share shall be issued upon the conversion or exchange of any share or shares of Series A Preferred Stock. All shares of Common Stock (including fractions thereof) issuable upon conversion of a holder's Series A Preferred Stock shall be aggregated for purposes of determining whether the conversion or exchange would result in the issuance of any fractional share. If, after the aforementioned aggregation, the conversion or exchange would result in the issuance of a fraction of a share of Common Stock, the corporation shall, in lieu of issuing any fractional share, round each fractional share to the nearest whole share.

(d) Notices. Any notice required by the provisions of Paragraph 4(c) to be given to the holders of shares of Series A Preferred Stock shall be deemed given upon confirmed transmission by facsimile or telecopy or upon deposit in the United States mail, postage prepaid, and addressed to each holder of record at its address appearing on the books of the corporation. Notwithstanding the foregoing, if a shareholder to

whom notice is to be given has an address of record which is outside of the United States, then any notice to such shareholder under this paragraph 4(d) shall be deemed given upon confirmed transmission by facsimile or telecopy or ten (10) days after deposit in the United States mail, postage prepaid, and addressed to such holder at its address appearing on the books of the corporation.

(e) Liquidation. The holders of record of shares of Series A Preferred Stock shall be entitled to receive, upon any voluntary or involuntary liquidation, dissolution or winding up of the corporation, Two Dollars and Fifty Cents ($1.50) per share plus the amount of all dividends declared and unpaid with respect to the Series A Preferred Stock as of the date thereof ("Liquidation Amount"), prior to any distribution to the holders of Common Stock. If, in any such case, the assets of the corporation are insufficient to make such payments in full, then the available assets will be distributed among the holders of Series A Preferred Stock ratably in proportion to the full amount to which each such holder would have been entitled had the assets of the corporation been sufficient to make such payments in full. The holders of record of Series A Preferred Stock shall not be entitled to any distribution of assets remaining after payment in full of the Liquidation Amount.

(f) Registration Rights. The corporation shall use its best efforts to file with the Securities and Exchange Commission ("SEC") on or before July 1, 2002 one or more registration statements under the Securities Act of 1933, as amended (the "Act"), on Form SB-2 or such other form as is permitted for registration of the shares of Common Stock issuable upon conversion of the Series A Preferred Stock ("Conversion Shares"). The corporation will give written notice by registered mail at least twenty (20) days prior to the filing of each such registration statement to each holder of record of the Series A Preferred Stock and holders of Conversion Shares issued due to conversion of the Series A Preferred Stock, of its intention to do so. Upon the written request of any holder of the Series A Preferred Stock and the holder of Conversion Shares given within ten (10) days after receipt of any such notice of its or their desire to include any such Conversion Shares in such proposed registration statement, the corporation shall afford such holders the opportunity to have any such Conversion Shares registered under such registration statement. The corporation agrees to use its best efforts to cause the above filing to become effective on or before July 1, 2002 and remain effective for no less than twelve (12) months. The registration rights described in this subparagraph (f) shall terminate at such time as the Conversion Shares are saleable in one or more transactions pursuant to Rule 144(k) of the Act.

The corporation may require each selling holder to promptly furnish in writing to the corporation such information regarding the distribution of the Conversion Shares by such selling holder as the corporation may from time to time reasonably request and such other information as may be legally required in connection with such registration including, without limitation, an such information as may be requested by the SEC or the National Association of Security Dealers, Inc. The corporation may exclude from such registration any holder who fails to provide such information.

ARTICLE VI. INCORPORATOR. The name and address of the incorporator of this corporation are as follows:

J. Bennett Grocock
455 S. Orange Avenue, Suite 500
Orlando, FL 32801.

ARTICLE VII. INITIAL DIRECTORS. The names and mailing addresses of the persons who will serve as the initial directors of the corporation, until the first annual meeting of stockholders or until their successors are elected and qualified are:

Name	Address
Joseph Allen	12001 Science Drive, Suite 140 Orlando, FL 32826
Lee Chow	12001 Science Drive, Suite 140 Orlando, FL 32826
Colette Cozean	12001 Science Drive, Suite 140 Orlando, FL 32826
Robert Freiberg	12001 Science Drive, Suite 140 Orlando, FL 32826
J. T. Lin	12001 Science Drive, Suite 140 Orlando, FL 32826
Stuart Michelson	12001 Science Drive, Suite 140 Orlando, FL 32826
Louis P. (Dan) Valente	12001 Science Drive, Suite 140 Orlando, FL 32826
J. S. (Peter) Yuan, Ph.D.	12001 Science Drive, Suite 140 Orlando, FL 32826

ARTICLE VIII. LIMITED LIABILITY.

A. Indemnification of Officers, Directors, Employees and Agents. The Corporation shall:

(1) indemnify, to the fullest extent permitted by the GCLF, any person who was or is a party to any proceeding (other than an action by, or in the right of, the Corporation) by reason of the fact that such person is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed

to, the best interest of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in, or not opposed to, the best interests of the Corporation, or, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful; and

(2) indemnify, to the fullest extent permitted by the GCLF, any person who was or is a party to any proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred by each person in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Corporation, except that no indemnification shall be made under this subsection in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper; and

(3) to the extent that a director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any proceeding referred to in Article VIII.A.(1) or (2), or in defense of any claim, issue or matter therein, indemnify such person against expenses actually and reasonably incurred by such person in connection therewith; and

(4) make any indemnification under Article VIII.A.(1) and (2) (unless pursuant to a determination by a court) only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because such director, officer, employee or agent has met the applicable standard of conduct set forth in Article VIII.A.(1) and (2). Such determination shall be made:

(a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such proceeding;

(b) if such a quorum is not obtainable, or even if obtainable, by a majority vote of a committee duly designated by the board of directors (in which directors who are parties may participate) consisting solely of two ore more directors not at the time parties to the proceeding;

(c) by independent legal counsel: (1) selected by the board of directors prescribed in paragraph (a) or the committee prescribed in paragraph (b), or (2) if a quorum of the directors cannot be obtained for paragraph (a) and the committee cannot be designated under paragraph (b), selected by majority vote of the full board of directors (in which directors who are parties may participate); or

(d) by the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such proceeding or, if no such quorum is obtainable, by a majority vote of shareholders who were not parties to such proceeding; and

(5) evaluate the reasonableness of expenses and authorize indemnification in the same manner as the determination that indemnification is permissible. However, if the determination of permissibility is made by independent legal counsel, persons specified in paragraph 4(c) shall evaluate the reasonableness of expenses and authorize indemnification.

(6) pay expenses incurred by an officer or director in defending a civil or criminal proceeding in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that such director of officer is not entitled to be indemnified by the Corporation as authorized in this Article VIII. Expenses incurred by other employees and agents may be paid in advance upon such terms or conditions that the board of directors deems appropriate; and

(7) not deem the indemnification and advancement of expenses provided by or granted pursuant to this Article VIII exclusive and, if deemed advisable, make any other or further indemnification or advancement of expenses of any of its directors, officers employees, or agents, under any by-law, agreement, vote of stockholders or disinterested directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office; however, indemnification or advancement of expenses shall not be made to or on behalf of any director, officer, employee or agent if a judgment or other final adjudication establishes that his or her actions, or omissions to act, were material to the cause of action so adjudicated and constitute:

(a) a violation of the criminal law, unless the director, officer, employee, or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;

(b) a transaction from which the director, officer, employee, or agent derived an improper personal benefit;

(c) in the case of a director, a circumstance under which the liability provisions of Florida Statute Section 607.0834 are applicable; or

(d) Willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to

procedure a judgment in its favor or in a proceeding by or in the right of a shareholder.

(8) continue the indemnification and advancement of expenses provided by, or granted pursuant to, this Article VIII, unless otherwise provided when authorized or ratified, as to a person who has ceased to be a director, officer, employee or agent of the Corporation, and such rights shall inure to the benefit of the heirs, executors and administrators of such a person, unless otherwise provided when authorized or ratified; and

(9) deem the provisions of this Article VIII to apply, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger, so that any person who is or was a director, officer, employee, or agent of a constitute corporation, or is or was serving at the request of a constituent corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, is in the same position under this Article VIII with respect to the resulting or surviving corporation as he or she would have with respect to such constituent corporation if its separate existence had continued;; and

(10) have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article VIII.

B. Elimination of Certain Liability of Directors: No director of the Corporation shall be personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, unless:

(1) the director breached or failed to perform his or her duties as a director; and

(2) the director's breach of, or failure to perform those duties constitutes:

(a) A violation of the criminal law, unless the director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;

(b) A transaction from which the director derived an improper personal benefit, either directly or indirectly;

(c) A circumstance under which the liability provisions of Section 607.0831 of the GCLF are applicable; or

(d) In a proceeding by or in the right of the Corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the Corporation, or willful misconduct; or

(e) In a proceeding by or in the right of someone other than the Corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

If the GCLF is amended to authorize the further elimination or limitation of liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by an amended GCLF. Any repeal or modification of this Article VIII by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE IX. AMENDMENTS. The Board of Directors of the corporation is expressly authorized to make, alter or repeal by-laws of the corporation, but the stockholders may make additional by-laws and may alter or repeal any by-law whether adopted by them or otherwise.

ARTICLE X. FAIR PRICE AND SUPER VOTE REQUIREMENT.

A. Definitions as Used in This Article X.

(1) "Affiliate" or "Associate" shall have the respective meanings given to such terms in Rule 12b-2 of the General Rules and Regulations under the Securities Exchange Act of 1934.

(2) A person shall be a "beneficial owner" of any Voting Stock:

(i) which such person or any of its Affiliates or Associates beneficially owns, directly or indirectly, any shares of Voting Stock; or

(ii) which such person or any of its Affiliates or Associates has by itself or with others: (a) the right to acquire (whether such right is exercisable immediately or only after the passage of time), pursuant to any agreement, arrangement or understanding or upon the exercise of conversion rights, exchange rights, warrants or options, or otherwise, or (b) the right to vote pursuant to any agreement, arrangement or understanding; or

(iii) which is beneficially owned, directly or directly, by any other person with which such person or any of its Affiliates or Associates has any agreement, arrangement or understanding for the purpose of acquiring, holding, voting or disposing of any shares of Voting Stock.

(3) "Business Combination" shall include:

(i) any merger or consolidation of the Corporation or any of its subsidiaries with or into an Interested Shareholder, regardless of which person is the surviving entity;

(ii) any sale, lease, exchange, mortgage, pledge, or other disposition (in one transaction or a series of transactions) from the Corporation or any of its subsidiaries to an Interested Shareholder, or from an Interested Shareholder to the Corporation or any of its subsidiaries, of assets having an aggregate Fair Market Value of five percent (5%) or more of the Corporation's total stockholders' equity;

(iii) the issuance, sale or other transfer by the Corporation or any subsidiary thereof of any securities of the Corporation or any subsidiary thereof to an Interested Shareholder (other than an issuance or transfer of securities which is effected on a pro rata basis to all shareholders of the Corporation);

(iv) the acquisition by the Corporation or any of its subsidiaries of any securities of an Interested Shareholder;

(v) the adoption of any plan or proposal for the liquidation or dissolution of the Corporation proposed by or on behalf of an Interested Shareholder;

(vi) any reclassification or recapitalization of securities of the Corporation if the effect, directly or indirectly, of any transaction is to increase the relative voting power of an Interested Shareholder; or

(vii) any agreement, contract or other arrangement providing for or resulting in any of the transactions described in this definition of Business Combination.

(4) "Disinterested Director" shall mean any member of the Board of Directors of the Corporation who is unaffiliated with the Interested Shareholder and was a member of the Board of Directors prior to the time that the Interested Shareholder became an Interested Shareholder; any successor of a Disinterested Director who is unaffiliated with the Interested Shareholder and is approved to succeed a Disinterested Director by the Disinterested Directors; any member of the Board of Directors who is unaffiliated with the Interested Shareholder and is approved by the Disinterested Directors.

(5) "Fair Market Value" shall mean:

(i) in the case of securities listed on a national securities exchange or quoted in the National Association of Securities Dealers

Automated Quotations System (or any successor thereof), the highest sales price or bid quotation, as the case may be, reported for securities of the same class or series traded on a national securities exchange or in the over-the-counter market during the 30-day period immediately prior to the date in question, or if no such report or quotation is available, the fair market value as determined by the Disinterested Directors; and

(ii) in the case of other securities and of other property or consideration (other than cash), the Fair Market Value as determined by the Disinterested Directors; provided, however, in the event the prior and authority of the Disinterested Directors ceases and terminates pursuant to Subdivision F of this Article X as a result of there being less than five (5) Disinterested Directors at any time, then: (a) for purpose of clause (ii) of the definition of "Business Combination," any sale, lease, exchange, mortgage, pledge or other disposition of assets from the Corporation or any of its subsidiaries to an Interested Shareholder or from an Interested Shareholder to the Corporation or any of its subsidiaries, regardless of the Fair Market Value thereof, shall constitute a Business Combination; and (b) for purposes of Paragraph 1 of Subdivision D of this Article X, in determining the amount of consideration received or to be received per share by the Independent Shareholders in a Business Combination, there shall be excluded all consideration other than cash and the Fair Market Value of securities listed on a national securities exchange or quoted in the National Association of Securities Dealers Automated Quotations System (or any successor thereof) for which there is a reported sales price or bid quotation, as the case may be, during the 30-day period immediately prior to the date in question.

(6) "Independent Shareholder" shall mean shareholders of the Corporation other than the Interested Shareholder engaged in or proposing the Business Combination.

(7) "Interested Shareholder" shall mean: (a) any person (other than the Corporation or any of its subsidiaries); and (b) the Affiliates and Associates of such person, who, or which together, are:

(i) the beneficial owner, directly or indirectly, of 10 percent or more of the outstanding Voting Stock or were within the two-year period immediately prior to the date in question the beneficial owner, directly or indirectly, of 10 percent or more of the then outstanding Voting Stock; or

(ii) an assignee of or other person who has succeeded to any shares of the Voting Stock which were at any time within the two-year period immediately prior to the date in question beneficially owned by an Interested Shareholder, if such assignment or

succession shall have occurred in the course of a transaction or series of transactions not involving a public offering within the meaning of the Securities Act of 1933.

Notwithstanding the foregoing, no Trust Department, or designated fiduciary or other trustee of such Trust Department of the Corporation or a subsidiary of the Corporation, or other similar fiduciary capacity of the Corporation with direct voting control of the outstanding Voting Stock shall be included or considered as an Interested Shareholder. Further, no profit-sharing, employee stock ownership, employee stock purchase and savings, employee pension, or other employee benefit plan of the Corporation or any of its subsidiaries, and no trustee of any such plan in its capacity as such trustee, shall be included or considered as an Interested Shareholder.

(8) A "person" shall mean an individual, partnership, trust, corporation, or other entity and includes two or more of the foregoing acting in concert.

(9) "Voting Stock" shall mean all outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors of the Corporation.

B. Supermajority Vote to Effect Business Combination.

No Business Combination shall be effected or consummated unless:

(1) Authorized and approved by the Disinterested Directors and, if otherwise required by law to authorize or approve the transaction, the approval or authorization of shareholders of the Corporation, by the affirmative vote of the holders of such number of shares as is mandated by the Florida Business Corporation Act; or

(2) Authorized and approved by the affirmative vote of holders of note less than 80 percent of the outstanding Voting Stock voting together as a single class.

The authorization and approval required by this Subdivision B is in addition to any authorization and approval required by Subdivision C of this Article X.

C. Fair Price Required to Effect Business Combination.

No Business Combination shall be effected or consummated unless:

(1) All the conditions and requirements set forth in Subdivision D of this Article X have been satisfied; or

(2) Authorized and approved by the Disinterested Directors; or

(3) Authorized and approved by the affirmative vote of holders of not less than 66-2/3 percent of the outstanding Voting Stock held by all Independent Shareholders voting together as a single class.

Any authorization and approval required by this Subdivision C is in addition to any authorization and approval required by Subdivision B of this Article X.

D. Conditions and Requirements to Fair Price.

All the following conditions and requirements must be satisfied in order for clause (1) of Subdivision C of this Article X to be applicable.

(1) The cash and Fair Market Value of the property, securities or other consideration to be received by the Independent Shareholders in the Business Combination per share for each class or series of capital stock of the Corporation must not be less than the sum of:

(i) the highest per share price (including brokerage commissions, transfer taxes, soliciting dealer's fees and similar payments) paid by the Interested Shareholder in acquiring any shares of such class or series, respectively, and, in the case of Preferred Stock, if greater, the amount of the per share redemption price; and

(ii) the amount, if any, by which interest on the per share price, calculated at the Treasury Bill Rate from time to time in effect, from the date the Interested Shareholder first became an Interested Shareholder until the Business Combination has been consummated, exceeds the per share amount of cash dividends received by the Independent Shareholders during such period. The "Treasury Bill Rate" means for each calendar quarter, or part thereof, the interest rate of the last auction in the preceding calendar of 91-day United States Treasury Bills expressed as a bond equivalent yield.

For purposes of this Paragraph (1), per share amounts shall be appropriately adjusted for any recapitalization, reclassification, stock dividend, stock split, reverse split, or other similar transaction. Any Business Combination which does not result in the Independent Shareholders receiving consideration for or in respect of their shares of capital stock of the Corporation shall not be treated as complying with the requirements of this Paragraph (1).

(2) The form of the consideration to be received by the Independent Shareholders owning the Corporation's shares must be the same as was previously paid by the Interested Shareholder(s) for shares of the same class or series; provided, however, if the Interested Shareholder previously paid for shares of such class or series with different forms of consideration, the form of the consideration to be received by the Independent Shareholders owning shares of such class or series must be in the form as was previously paid by the Interested Shareholder in

acquiring the largest number of shares of such class or series previously acquired by the Interested Shareholder, provided, further, in the event no shares of the same class or series had been previously acquired by the Interested Shareholder, the form of consideration must be cash. The provisions of this Paragraph (2) are not intended to diminish the aggregate amount of cash and Fair Market Value of any other consideration that any holder of the Corporation's shares is otherwise entitled to receive upon the liquidation or dissolution of the Corporation, under the terms of any contract with the Corporation or an Interested Shareholder, or otherwise.

(3) From the date the Interested Shareholder first became an Interested Shareholder until the Business Combination has been consummated, the following requirements must be complied with unless the Disinterested Directors otherwise approve:

(i) the Interested Shareholder has not received, directly or indirectly, the benefit (except proportionately as a shareholder) of any loan, advance, guaranty, pledge, or other financial assistance, tax credit or deduction, or other benefit from the Corporation or any of its subsidiaries;

(ii) there shall have been no failure to declare and pay in full, when and as due or scheduled, any dividends required to be paid on any class or series of the Corporation's shares.

(iii) there shall have been: (a) no reduction in the annual rate of dividends paid on Common Stock of the Corporation (except as necessary to reflect any split of such shares); and (b) an increase in the annual rate of dividends as necessary to reflect reclassification (including a reverse split), recapitalization or any similar transaction which has the effect of reducing the number of outstanding Common Stock; and

(iv) there shall have been no amendment or other modification to any profit-sharing, employee stock ownership, employee stock purchase and savings, employee pension or other employee benefit plan of the Corporation or any of its subsidiaries, the effect of which is to change in any manner the provisions governing the voting of any shares of capital stock of the Corporation in or covered by such plan.

(4) A proxy or information statement describing the Business Combination and complying with the requirements of the Securities Exchange Act of 1934, as amended, and the rules and regulations under it (or any subsequent provisions replacing that Act and the rules and regulations under it) has been mailed at least 30 days prior to the completion of the Business Combination to the holders of all outstanding Voting Stock. If deemed advisable by the Disinterested Directors, the proxy or information statement shall contain a recommendation by the

Disinterested Directors as to the advisability (or inadvisability) of the Business Combination and/or an opinion by an investment banking firm, selected by the Disinterested Directors and retained at the expense of the Corporation, as to the fairness (or unfairness) of the Business Combination to the Independent Shareholders.

E. Other Applicable Voting Requirement.

The affirmative votes or approvals required to be received from shareholders of the Corporation under Subdivisions B, C and H of this Article X are in addition to the vote of the holders of any class of shares of capital stock of the Corporation otherwise required by law, or by other provisions of these Articles of Incorporation, or by the express terms of the shares of such class. The affirmative votes or approvals required to be received from shareholders of the Corporation under Subdivisions B, C and H of this Article X shall apply even though no vote or a lesser percentage vote, may be required by law, or by other provisions of these Articles of Incorporation, or otherwise. Any authorization, approval or other action of the Disinterested Directors under this Article X is in addition to any required authorization, approval or other action of the Board of Directors.

F. Disinterested Directors.

All actions required or permitted to be taken by the Disinterested Directors shall be taken with or without a meeting by the vote or written consent of two-thirds of the Disinterested Directors, regardless of whether the Disinterested Directors constitute a quorum of the members of the Board of Directors then in office. In the event that the number of Disinterested Directors is at any time less than five (5), all power and authority of the Disinterested Directors under this Article X shall thereupon cease and terminate, including, without limitation, the authority of the Disinterested Directors to authorize and approve a Business Combination under Subdivisions B and C of this Article X and to approve a successor Disinterested Director. Two-thirds of the Disinterested Directors shall have the power and duty, consistent with their fiduciary obligations, to determine for the purpose of this Article X, on the basis of information known to them:

(1) Whether any person is in Interested Shareholder;

(2) Whether any person is an Affiliate or Associate of another;

(3) Whether any person has an agreement, arrangement, or understanding with another or is acting in concert with another; and

(4) The Fair Market Value of property, securities or other consideration (other than cash).

The good faith determination of the Disinterested Directors on such matters shall be binding and conclusive for purposes of this Article X.

G. Effect on Fiduciary Obligations of Interested Shareholders.

Nothing contained in this Article X shall be construed to relieve any Interested Shareholder from any fiduciary obligations imposed by law.

H. Repeal.

Notwithstanding any other provisions of these Articles of Incorporation (and notwithstanding the fact that a lesser percentage vote may be required by law or other provision of these Articles of Incorporation), the provisions of this Article X may not be repealed, amended, supplemented or otherwise modified, unless:

(1) The Disinterested Directors (or, if there is no Interested Shareholder, a majority vote of the whole Board of Directors of the Corporation) recommend such repeal, amendment, supplement or modification and such repeal, amendment or modification is approved by the affirmative vote of the holders of not less than 66-2/3 percent of the outstanding Voting Stock; or

(2) Such repeal, amendment, supplement or modification is approved by the affirmative vote of holders of: (a) not less than 80 percent of the outstanding Voting Stock voting together as a single class; and (b) not less than 66-2/3 percent of the outstanding Voting Stock held by all shareholders other than Interested Shareholders voting together as a single class.

I. Further Considerations to Effect Business Combination.

No Business Combination shall be effected or consummated unless, in addition to the consideration set forth in Subdivisions B, C, D and E of this Article X, the Board of Directors of the Corporation, including the Disinterested Directors, shall consider all of the following factors and any other factors which they deem relevant:

(1) The social and economic effects of the transaction on the Corporation and its subsidiaries, employees, depositors, loan and other customers, creditors and other elements of the communities in which the Corporation and its subsidiaries operate or are located;

(2) The business and financial conditions and earnings prospects of the Interested Shareholder, including, but not limited to, debt service and other existing or likely financial obligations of the Interested Shareholder, and the possible effect on other elements of the communities in which the Corporation and its subsidiaries operate or are located; and

(3) The competence, experience and integrity of the Interested Shareholder and his (its) or their management.

I, J. Bennett Grocock, being the incorporator, for the purpose of forming a corporation under the laws of the State of Florida, do hereby make, file and record this Certificate of Incorporation, do certify that the facts herein stated are true, and, accordingly, have hereto set my hand and seal this ____ day of _____, 2001.

J. Bennett Grocock, Incorporator

CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That SURGILIGHT / OF FLORIDA, INC., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, at 455 S. Orange Avenue, Suite 500, Orlando, County of Orange, State of Florida, has named The Business Law Group, City of Orlando, County of Orange, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that 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.

REGISTERED AGENT:

The Business Law Group

By: _____
J. Bennett Grocock, President

clients/surgilight/corp/FL/arts.Reincorp

FILED
01 DEC -5 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA