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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: ADORNO & BENDER, P.A.

2601 S BAYSHORE DR

SUITE 1600

MIAMI FL 33133- 33401-6194

CONTACT: VIRGINIA C KUIPER

PHONE: (305) 850-5555

FAX: (305) 858-4777

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MED PARTNERS EYE ASSOCIATES, INC.

FAX AUDIT NUMBER: H95000000608

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/17/1995

TIME REQUESTED: 10:24:37

CERTIFIED COPIES: 1

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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

FROM: ADORNO & ZEDER, P.A.
2601 S BAYSHORE DR

ADORNO & ZEDER

A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
2601 SOUTH BAYSHORE DRIVE
SUITE 1600
MIAMI, FLORIDA 33133

TELEPHONE (305) 858-5555
FAX (305) 858-4777

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**ARTICLES OF INCORPORATION
of
MHD PARTNERS EYE ASSOCIATES, INC.**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the provisions of Chapter 607 Florida Statutes:

ARTICLE I. NAME

The name of this corporation is MHD PARTNERS EYE ASSOCIATES (the "Corporation").

ARTICLE II. - MAILING ADDRESS

The mailing address of the Corporation is 1516 Venera Avenue, Coral Gables, Florida 33146

ARTICLE III. - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of Common Stock having a par value of \$0.01 per share.

**ARTICLE IV. - INITIAL REGISTERED
OFFICE AND AGENT**

The initial registered office of this Corporation shall be at 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133, and the initial registered agent of this Corporation at such office shall be AZ Registered Agent Corporation.

ARTICLE V. - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is Gary C. Matsner, President, AZ Registered Agent Corporation, 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on January 13, 1995.

AZ Registered Agent Corporation

By: 

Gary C. Matsner, President

This instrument prepared by:
Gary C. Matsner
2601 S. Bayshore Drive - #1600
Miami, Florida 33133
(305) 852-5555
Florida Bar No. 163700

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

1. The name of the Corporation is:

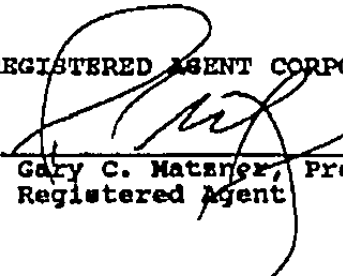
MED PARTNERS EYE ASSOCIATES, INC.

2. The name and address of the registered agent and the registered office is: **AZ Registered Agent Corporation, 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133.**

Pursuant to Section 607.0501, Florida Statutes, the undersigned has been named to act as the registered agent of MED PARTNERS EYE ASSOCIATES, at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with Section 607.0505, Florida Statutes, relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: January 13, 1995.

AZ REGISTERED AGENT CORPORATION


-s- Gary C. Matzner, President
Registered Agent