P95000047555

KEVIN I. DOWNEY
ATTORNEY AT LAW
2631 N.W. 41st STREET, SUITE A-2
GAINESVILLE, FLORIDA 32606
(904) 373-4054

FILED
95 JUN 15 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 14, 1995

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

Re: Ocala Eye Surgery Center, Inc.

Gentlemen:

I am enclosing herewith an original and a copy of the Articles of Incorporation for the above named corporation. In addition, a check in the sum of $122.50 is enclosed which represents the following fees:

Filing Fee	$ 35.00
Certified Copy	$ 52.50
Registered Agent Fee	$ 35.00
Total	$ 122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Sincerely,

Kevin I. Downey

100001514281
-06/15/95--01075--006
****122.50 ****122.50

Enclosures (2)

JR
6-20-95

FILED
95 JUN 15 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
Ocala Eye Surgery Center, Inc.

The undersigned, acting as an Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - Name

The name of the corporation is: Ocala Eye Surgery Center, Inc.

ARTICLE II - Principal Office and Mailing Address

The street address and mailing address of the principal office is: 1500 S.E. Magnolia Extension, Suite 106, Ocala, Florida 34471.

ARTICLE III - Shares

The corporation is authorized to issue One Hundred (100) shares. The par value is $1.00 per share. Each share of stock shall be entitled to one vote, and in the election of directors of the corporation, the holders of the stock shall be entitled to vote their stock cumulatively.

ARTICLE IV - Preemptive Rights

Each shareholder of this corporation shall have the first right to purchase shares of any class, kind, or series of stock in this corporation that may from time to time be issued, whether or not presently issued, including shares from the treasury of this corporation, in the ratio that the number of shares she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and conditions of the issue of shares, and inviting her to exercise her preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE V - Initial Registered Agent and Office

The name and street address of the initial registered agent and office are:

Kevin I. Downey
2631 N.W. 41st Street, Suite A-2
Gainesville, Florida 32606

Prepared By:
Attorney Kevin I. Downey
2631 N.W. 41st Street, Suite A-2
Gainesville, Florida, 32606
(904) 373 - 4554
Fla. Bar No. 0999822

FILED
95 JUN 15 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - Incorporator

The name and address of the Incorporator are:

Kevin I. Downey
2631 N.W. 41st Street, Suite A-2
Gainesville, Florida 32606

ARTICLE VII- Initial Directors

The names and addresses of the initial directors of this corporation are:

Gordon C. Schwenk, M.D.	1500 S.E. Magnolia Extension, Suite 106 Ocala, Florida 34471
John S. Deaton, D.O.	1500 S.E. Magnolia Extension, Suite 106 Ocala, Florida 34471
Richard C. Warren, M.D.	1500 S.E. Magnolia Extension, Suite 106 Ocala, Florida 34471
Mark A. Jank, M.D.	1500 S.E. Magnolia Extension, Suite 106 Ocala, Florida 34471

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on June 14, 1995.

Kevin I. Downey, Incorporator

Having been named as registered agent for the above-styled corporation, I hereby agree to act in this capacity. I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Kevin I. Downey, Registered Agent

P95000047555

KEVIN I. DOWNEY
ATTORNEY AT LAW
[illegible]-B N.W. 41st STREET
GAINESVILLE, FLORIDA [illegible]
[illegible]

September 9, 1996

FILED
96 SEP 11 AM 9:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

Re: Ocala Eye Surgery Center, Inc., P95000047555
Change of Registered Agent and Office

100001944551
-09/11/96--01052--019
*****35.00 *****35.00

Gentlemen:

Please file the enclosed, original Statement of Change of Registered Office and Registered Agent for the above named corporation. In addition, enclosed is a check in the sum of $35.00, which represents the appropriate filing fee.

Your prompt attention to this matter would be appreciated.

Sincerely,

Kevin I. Downey

Enclosures

RA Chg.

VS SEP 16 1996

STATEMENT OF CHANGE OF REGISTERED OFFICE AND REGISTERED AGENT

FILED
96 SEP 11 AM 9:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

To: The Department of State
Division of Corporations
Tallahassee, Florida 32314

Pursuant to the provisions of Sections 607.0502 of the Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

(1) The name of the corporation is: Ocala Eye Surgery Center, Inc.

(2) The address of its present registered agent is: 2631 N.W. 41st Street, Suite A-2, Gainesville, FL 32606.

(3) The address to which its registered agent is to be changed is: 1500 S.E. Magnolia Extension, Suite 106, Ocala, FL 34471.

(4) The name of its present registered agent is: Kevin I. Downey.

(5) The name of its successor registered agent is: Gordon C. Schwenk, M.D.

(6) The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

(7) Such change was authorized by resolution duly adopted by its Board of Directors.

(8) Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505 of the Florida Business Corporation Act.

Ocala Eye Surgery Center, Inc.

By: Gordon C Schwenk MD

Gordon C. Schwenk, M.D.
President/Registered Agent