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ACCOUNT NO. : 0221000000032

REFERENCE : 658064 5379C

AUTHORIZATION :

COST LIMIT : 9 122.50

Patricia Pigott

ORDER DATE : AUGUST 11, 1995

ORDER TIME : 9:46 AM

ORDER NO. : 658064

PRINCIPAL LEGAL & FINANCIAL SERVICES

CUSTOMER NO: 5379C

CUSTOMER: Kim Newberry, Legal Assistant
HARRIS BARRETT MANN & DEW

765 Cortaro Drive

Sun City Center, FL 33573

DOMESTIC FILING

NAME: TAMPA EYE INSTRUMENTS, INC.

65
AUG 11 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLA

FILED

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS: T.BROWN

AUG 11 1995

ARTICLES OF INCORPORATION

FILED
95 AUG 11 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

TAMPA EYE INSTRUMENTS, INC.

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

NAME

The name of this corporation is TAMPA EYE INSTRUMENTS, INC.

ARTICLE II

PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida, including the patenting, manufacturing, and marketing of medical instruments.

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The existence of this corporation shall commence upon filing with the Secretary of State's office.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares of common stock of ONE AND NO/100 (\$1.00) DOLLARS per share par value.

ARTICLE V

DURATION

This corporation is to exist perpetually.

ARTICLE VI

PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the corporation shall be located at 1000 S. Harbor Island Boulevard, Unit 2605, Tampa, Hillsborough County, Florida 33602.

The name and street address of the initial registered agent of the corporation in the State of Florida is: **J. JAMES ROWSEY, M.D.**, 1000 S. Harbor Island Boulevard, Unit 2605, Tampa, Florida 33602. The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) or more director(s) as provided by the By-Laws. Initially, this corporation shall have four (4) director, the name of who is as follows:

<u>NAME</u>	<u>ADDRESS</u>
J. JAMES ROWSEY, M.D.	1000 S. Harbor Island Boulevard Unit 2605 Tampa, FL 33602
BRADLEY D. FOURAKER, M.D.	4905 Bayway Tampa, FL 33629
SCOTT X. STEVENS, M.D.	1801 Richardson Place Tampa, FL 33606
BARRY L. BOWYER, M.S.	1754 Grove Drive Clearwater, FL 34619

ARTICLE VIII

OFFICERS

The names and addresses of the officers of this corporation are as follows:

<u>NAME AND OFFICE</u>	<u>ADDRESS</u>
J. JAMES ROWSEY, M.D. President	1000 S. Harbor Island Boulevard Unit 2605 Tampa, FL 33602
BRADLEY D. FOURAKER, M.D. Vice President	4905 Bayway Tampa, FL 33629
SCOTT X. STEVENS, M.D. Secretary	1801 Richardson Place Tampa, FL 33606
BARRY L. BOWYER, M.S. Treasurer	1754 Grove Drive Clearwater, FL 34619

ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the corporation as an officer or director against expenses (including attorneys' fees, including hourly charges for paralegals and other staff members operating under the supervision of an attorney, whether at trial or appeal), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof; provided, however, that there shall be no indemnification against gross negligence or willful misconduct.

ARTICLE X
BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI

AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

ARTICLE XII

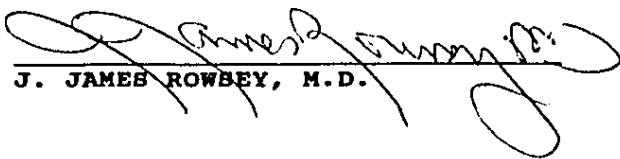
INCORPORATORS

The name and address of the incorporator of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
J. JAMES ROWSEY, M.D.	1000 S. Harbor Island Boulevard Unit 2605 Tampa, FL 33602

IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as Incorporator, by: J. JAMES ROWSEY, M.D.

Dated this 5 day of August, 1995.


J. JAMES ROWSEY, M.D.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this ____
day of August, 1995, by J. JAMES ROWSEY, M.D., who is personally
known to me or who has produced a Drivers License as
identification, and who did take an oath.

Norma J. Cash

Printed Name:

Notary Public

My Commission Expires:

Serial Number:



NORMA J. CASH

MY COMMISSION # CC208031 EXPIRES

April 4, 1997

BONDED THRU TROY FAIR INSURANCE, INC.

kn:cl:jeandrea@pacifier.ai

**CERTIFICATE OF DESIGNATION REGISTERED
AGENT/REGISTERED OFFICE**

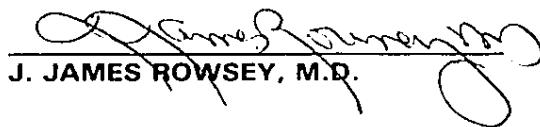
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1995
FLORIDA
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

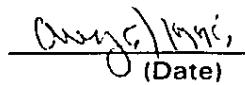
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **TAMPA EYE INSTRUMENTS, INC.**
2. The name and address of the registered agent and office is:

J. JAMES ROWSEY, M.D.
1000 S. HARBOR ISLAND BOULEVARD
UNIT 2605
TAMPA, FL 33602

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


J. JAMES ROWSEY, M.D.



(Date)