P96000041958

WALTON LANTAFF SCHROEDER & CARSON
ATTORNEYS AT LAW
(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)
MIAMI • CORAL GABLES • FORT LAUDERDALE • WEST PALM BEACH

SUITE 1101 GABLES INTERNATIONAL PLAZA
2655 LEJEUNE ROAD
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 379-6411
FACSIMILE (305) 446-9206

CHARLES P. SACHER, P.A.
MICHAEL R. JENKS, P.A.
DAVID K. THARP, P.A.
WAYNE T. GILL, P.A.
NICHOLAS E. CHRISTIN, P.A.
RICHARD P. COLE, P.A.
STEPHEN W. BAZINSKY
CHARLES R. HIRMAN, P.A.
JONATHAN J. DAVIS
BERNARD I. PROBST
LAWRENCE D. SMITH
JOHN P. JOY
JOHN W. McLURKEY
GREGORY J. WILLIS
BETH J. LEAHY
ROBERTA J. KARP
JOHN G. WHITE, III
G. BART BILLBROUGH
ROBERT J. STRUNIN
DEBORAH POORE KNIGHT
RICHARD G. ROSENBLUM
HENRY SUAREZ
DAVID M. McDONALD
MICHAEL W. BAKER
ROBERT L. TEITLER
GREGORY T. MARTINI
ROBERT M. DONLON
GEOFFREY B. MARKS
ALLISON CHITTEM HARTNETT
JULIEAN RICE-CHAROUHIS
GENE P. KISSANE

PATRICK J. TOOMEY, JR.
PAUL S. MARTIN
AMY L. SMITH
FRANK J. TADDEO
GREGORY W. COLEMAN
SCOTT A. COLE
WILLIAM G. HERSHMAN
LAWRENCE D. KING
CHARLES S. SACHER
GEORGE W. BUSH, JR.
KURT A. WYLAND
KIP O. LASSNER
NANCY C. VALCARCE
DAVID B. TADROS
JOSEPH P. GINNEY
KENNETH L. VALENTINI
RUSSELL A. DOHAN
STEVEN E. FOOR
ELLEN S. MALASKY
WARREN BROWN
CARLOS M. MARTINEZ, JR.
DANIEL A. SHAPIRO

OF COUNSEL
SAMUEL O. CARSON
WILLIAM J. GRAY
MARTIN E. SEGAL, P.A.
ROBERT D. COLE

MILLER WALTON (1901-1987)
WILLIAM C. LANTAFF (1913-1970)
LAURENCE A. SCHROEDER (1907-1995)

May 6, 1996

5-6-96

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

100001816031
-05/10/96--01013--015
****122.50 ****122.50

Re: Airala & Airala, M.D.s, P.A.
Articles of Incorporation
Our File No. 2067-5

FILED
96 MAY -9

Gentlemen:

On behalf of the above referenced corporation, I enclose herewith original and one (1) white copy of the executed, notarized Articles of Incorporation, together with our firm check in the amount of $122.50.

Please cause the original copy of the Articles of Incorporation to be filed among the corporate records of the State of Florida. Please return the copy to the undersigned, together with your certificate that this is a certified copy of the original Articles of Incorporation.

The check enclosed herein is in payment of the following fees or charges:

Filing Fee	$35.00
Certified Copy Fee	52.50
Resident Agent Fee	35.00
TOTAL	$122.50

5/10/96
TB

Please note that in accordance with §607.0203, F.S., and Article XII of the Articles, the corporate existence will commence May 6, 1996, so long as these Articles are filed with the Secretary of State within five (5) business days of this date.

Thank you for your attention to this matter.

Very truly yours,

Charles P. Sacher

Charles P. Sacher

CPS:rb
Enclosures
cc: Manuel A. Airala, M.D.

ARTICLES OF INCORPORATION
OF
AIRALA & AIRALA, M.D.s, P.A.

We, MANUEL A. AIRALA, M.D. and MARTA S. AIRALA, M.D., the undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract as physicians and surgeons duly licensed to render professional service as such, do hereby associate ourselves in the formation of a professional corporation under the laws of the State of Florida pursuant to the provisions of Chapters 607 and 621, Florida Statutes.

ARTICLE I
CORPORATE NAME

The name of the Corporation shall be:

AIRALA & AIRALA, M.D.s, P.A.

ARTICLE II
PRINCIPAL ADDRESS

The address of the Corporation shall be:

2441 S.W. 37th Avenue
Miami, Florida 33145

ARTICLE III
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To engage in every phase and aspect of the business of rendering the same professional services to the public that physicians and surgeons duly licensed under the laws of the State of Florida are authorized to render, but such professional services shall be rendered only through the corporation's officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice medicine in such state.

To engage in every phase and aspect of the business of rendering the same professional services to the public that physicians and surgeons duly licensed by the laws of the State of Florida as physicians and surgeons and practicing, by virtue of further training and experience, in the field of ophthalmology are authorized to render, but such professional services shall be rendered only through the corporation's officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice medicine in such state.

To engage in every phase and aspect of the business of rendering the same professional services to the public that physicians and surgeons duly licensed by the State of Florida through participation in general partnerships or limited partnerships (whether the corporation be a general or limited partnership) so long as the participating partner or partners are authorized to carry on the same business of rendering the same professional services to the public either as a duly licensed physicians and surgeons or as a corporation formed under Chapters 608 and 621, Florida Statutes.

To engage in every phase and aspect of the business of rendering the same professional services to the public that are usual and incident to the practice of medicine in conformity with the practice of medicine by duly licensed physicians and surgeons under the laws of the State of Florida, but such professional services shall be rendered only through the corporation's officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to perform such professional services as may be incident to the practice of medicine in such state.

To invest its funds in real estate, mortgages, stocks, bonds or any other type of investments and to own real and personal property necessary for the rendering of the above-described professional services.

To do all and everything necessary and proper for the accomplishment of any of the objects or purposes enumerated in these Articles of Incorporation or any amendment thereto, or in the furtherance thereof or necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objectives or the furtherance of such purposes or objectives for which this corporation is formed, and to have all of the powers conferred upon this corporation by the laws of the State of Florida, or of any other state or country and not prohibited by the professional service corporation act provided, however, that this corporation shall not engage in any business other than the rendering of the professional services described above for which it was organized.

The objects and purposes specified in the foregoing clauses of this Article, unless expressly limited shall not be limited or restricted by reference to, or inference from, any provision in this or any other Article of these Articles of Incorporation, shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes, all as permitted by law.

ARTICLE IV
CAPITAL STOCK

(1) This corporation shall be authorized to have outstanding at any time a maximum of 6,000 shares of stock of the par value of $1.00.

(2) No shares of stock of this corporation may be issued to anyone other than individuals duly licensed or otherwise legally authorized to practice medicine in the State of Florida.

(3) Shares of stock may be issued in consideration of the payment of the entire purchase price or only part of the purchase price, as may be determined by the Board of Directors which payment may be made in cash, property, or in services. Shares issued in consideration of the payment of only part of the purchase price:

(a) Shall be subject to calls thereon, in amounts and at such times as the Board of Directors may determine until the whole thereof shall have been paid; and

(b) Shall participate in dividends upon the basis of the amount actually paid on the respective shares; and

(c) Certificates issued therefor shall bear endorsement as to the actual amount paid thereon.

(4) No stock in this corporation shall be sold or transferred other than by operation of law, unless and until the record owner thereof shall have given written notice, by certified mail, to the corporation at its principal office, setting forth a desire to sell such stock, together with the price, terms and conditions upon which said stock shall be offered for sale. The corporation, if it elects, or its stockholders, if it shall not elect, shall have an exclusive right to purchase said stock at the price and upon the terms and conditions set forth in said notice at any time within thirty (30) days of the corporation's receipt thereof. Upon failure of the corporation or its stockholders to exercise such rights within such thirty (30) day period, said stock may be offered for sale to others, but only at the price and upon the terms and conditions stated in said notice.

ARTICLE V
INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be no less than $500.00 Dollars.

ARTICLE VI
TERM OF EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE VII
STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

That, Airala & Airala, M.D.s, P.A., desiring to organize under the laws of the State of Florida has designated its initial registered office as 2655 LeJeune Road, Suite 1101, Coral Gables, Dade County, Florida, and has named Charles P. Sacher as its initial Registered Agent who is located at such address.

ARTICLE VIII
DIRECTORS

(1) The business of this corporation shall be conducted by a Board of Directors consisting of two (2) or more Directors, who shall be elected in accordance with the By-Laws. All Directors of this corporation must be duly licensed to render the same professional services of this corporation.

(2) Members of the Board of Directors or an Executive Committee of such Board will be deemed present and may conduct business at any meeting of such Board or Committee by means of a conference telephone or similar communication equipment if used so that all persons participating in the meeting can hear each other.

(3) The names and street addresses of the members of the first Board of Directors of this corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified are as follows:

NAME	ADDRESS
Manuel A. Airala, M.D.	2441 S.W. 37th Avenue Miami, Florida 33145
Marta S. Airala, M.D.	2441 S.W. 37th Avenue Miami, Florida 33145

ARTICLE IX
SUBSCRIBERS

The names and street addresses of the Subscribers of these Articles of Incorporation are as follows:

NAME	ADDRESS
Manuel A. Airala, M.D.	2441 S.W. 37th Avenue Miami, Florida 33145
Marta S. Airala, M.D.	2441 S.W. 37th Avenue Miami, Florida 33145

ARTICLE X
VOTING TRUSTS

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting power of any or all of his or her shares.

ARTICLE XI
CUMULATIVE VOTING FOR DIRECTORS

At all elections of Directors of this corporation, each Stockholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he or she would be entitled to cast for the election of directors with respect to this shares of stock multiplied by the number of directors to be elected, and he or she may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as he or she may see fit.

ARTICLE XII
COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the provisions of §607.0203, the effective date of incorporation is specified to be the 6th day of May, 1996, so long as these Articles are filed with the Secretary of State within five (5) business days of this date.

IN WITNESS WHEREOF, MANUEL A. AIRALA, M.D. and MARTA S. AIRALA, M.D., the undersigned, being the original subscribers to the foregoing Articles of Incorporation have hereunder set our hands and seals this 6 day of May, 1996.

M A Airala (SEAL)
MANUEL A. AIRALA, M.D.

Marta S Airala (SEAL)
MARTA S. AIRALA, M.D.

STATE OF FLORIDA)
COUNTY OF DADE) SS:

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, the following named persons, to wit: MANUEL A. AIRALA, M.D. and MARTA S. AIRALA, M.D., to me well known and known to me to be the individuals described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same as their free and voluntary act and deed for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 6 day of May, 1996.

Rosa Dominguez
Notary Public, State of Florida
at Large

My commission expires:

NOTARY PUBLIC, STATE OF FLORIDA
ROSA DOMINGUEZ
COMMISSION NO: CC-347311
MY COMMISSION EXPIRES
JAN. 17, 199[illegible]

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept Service of Process for Airala & Airala, M.D.s, P.A., at place designated in ARTICLE VII of the attached Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

Charles P. Sacher (SEAL)
Registered Agent

P96000041958

WALTON LANTAFF SCHROEDER & CARSON

ATTORNEYS AT LAW

(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

MIAMI • CORAL GABLES • FORT LAUDERDALE • WEST PALM BEACH

SUITE 1101 GABLES INTERNATIONAL PLAZA
2655 LEJEUNE ROAD
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 379-6411
FACSIMILE (305) 446-0200

August 2, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Drs. Airala Laser & Cataract Institute, P.A.
Document #S58643
Airala & Airala M.D.s, P.A.
Document #P96000041958
Our File No. 2067-5

FILED
96 AUG 12 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

As attorney for Airala & Airala M.D.s, P.A. and in connection with such entity's purchase of certain assets, including the right to use the name of Drs. Airala Laser & Cataract Institute, P.A. from such entity, I am pleased to enclose herewith the following documents:

1. Original Articles of Amendment of Drs. Airala Laser & Cataract Institute, P.A. executed July 31, 1996, changing the name of the corporation to "James H. Desnick, M.D., P.A.";

2. ~~Copy of Assignment of Name executed July 31, 1996,~~ → Returned by Drs. Airala Laser & Cataract Institute, P.A. which assigns the name "Drs. Airala Laser & Cataract Institute, P.A. which assigns the name "Drs. Airala Laster & Cataract Institute, P.A." to Airala & Airala, M.D.s, P.A. which I have highlighted in relevant part;

3. Original First Amendment to the Articles of Incorporation of Airala & Airala, M.D.s, P.A. changing the name of the corporation to "Drs. Airala Laser & Cataract Institute, P.A."; and

N/C

WR AUG 1 6 1996

4. My firm check in the amount of $70.00 in full payment of the filing fee of each of the documents described in Paragraphs 1 and 3 above.

Upon receipt of the above-referenced documents, I would appreciate your updating your records to reflect that a corporation formed under Corporate Document Number S58643 which was formerly known as Drs. Airala Laser & Cataract Institute, P.A. shall hereinafter be known as "James H. Desnick, M.D., P.A." and that all future correspondence regarding such entity should be sent to the following address:

James H. Desnick, M.D.
980 N. Michigan Avenue, #1665
Chicago, Illinois 60611

Further, the corporation formed under Corporate Document Number P96000041958 formerly known as Airala & Airala, M.D.s, P.A. shall hereinafter be known as "Drs. Airala Laser & Cataract Institute, P.A." and the principal office of such corporation shall continue to remain as set forth in your records. Such address being as follows:

Drs. Airala Laser & Cataract Institute, P.A.
2441 S.W. 37th Avenue
Miami, Florida 33145

As you will note upon reviewing the copy of the enclosed Assignment, the entity formerly known as Drs. Airala Laser & Cataract Institute, P.A. has assigned the right to use such name to Airala & Airala, M.D.s, P.A. Based upon the foregoing, my client has utilized such name as the name of its corporation and has changed its Articles of Incorporation accordingly.

I enclose herewith my firm check in the amount of $70.00 in full payment of the filing fee for each of these Amendments to Articles of Incorporation.

Once you have updated your records in accordance with these instructions, please return all of the original documents to me in the business reply envelope that I have provided for your convenience along with evidence that the names of each entity have been changed. I will be responsible for forwarding this documentation to the applicable entities.

Sincerely,

Charles S. Sacher

Charles S. Sacher

CSS:kah
Enclosures
cc: G. Allen Andreas, Esquire

FILED
96 AUG 12 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
AIRALA & AIRALA, M.D.s, P.A.

AIRALA & AIRALA, M.D.s, P.A., a Florida Corporation, under its corporate seal and the hands of its President, MANUEL A. AIRALA, M.D., and Secretary, MARTA A. AIRALA, M.D., hereby certifies that:

I

The Board of Directors of said corporation at a meeting called and held on July 31st, 1996, adopted the following Resolutions:

The name of this corporation will be:

DRS. AIRALA LASER & CATARACT INSTITUTE, P.A.

II

The meeting of the Stockholders of the corporation called by the Board of Directors as aforesaid was held on July 31st, 1996, and at said special meeting of the Stockholders, said amendment of the Articles of Incorporation was duly adopted by the unanimous vote of all of the stockholders.

IN WITNESS WHEREOF, said corporation has caused this Amendment to be signed in its name by its President and its corporate seal to be hereunto affixed and attested by its Secretary, this 31st day of July, 1996.

(SEAL)

AIRALA & AIRALA, M.D.s, P.A., a Florida Corporation

Attest: Marta A. Airala
Secretary

By ______________________
President

STATE OF FLORIDA)
COUNTY OF DADE) SS:

On this day personally appeared before me, the undersigned officer duly authorized by the laws of the State of Florida to take acknowledgments of deeds, MANUEL A. AIRALA, M.D., President of AIRALA & AIRALA, M.D.s, P.A., a Florida Corporation, and he acknowledged that he executed the above and foregoing First Amendment to Articles of Incorporation as such Officer for and on behalf of said corporation after having been duly authorized to do so.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 31 day of July, 1996.

Notary Public, State of Florida
at Large

My Commission Expires:

NOTARY PUBLIC
STATE OF FLORIDA

CHARLES S SACHER
My Commission CC311154
Expires Aug. 25, 1997
Bonded by HAI
800-422-1555