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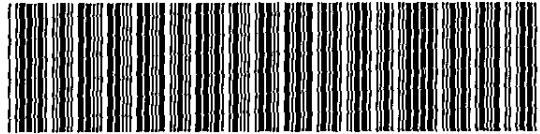
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TALLAHASSEE, FLORIDA

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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

WALK IN

PICK UP 6.25.03 Kelly

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Amend

1.) Drs. Airala Laser & Cataract Institute, P.A.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

AMENDMENT TO AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
DRS. AIRALA LASER & CATARACT INSTITUTE, P.A.

FILED
03 JUN 25 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the sole Stockholders and Directors of DRS. AIRALA LASER & CATARACT INSTITUTE, P.A., a Florida Professional Association, acting pursuant to Sections 607.1003, 607.1006 and 607.1007 of the Florida Statutes, do hereby amend and restate the Articles of Incorporation of the corporation as originally filed with the Office of the Secretary of State of the State of Florida. The corporation was originally incorporated on May 6, 1996 under the name AIRALA & AIRALA, M.D.S., P.A. on May 6, 1996.

A. The Articles of Incorporation have been previously amended on August 12, 1996 to change the name of the corporation to DRS. AIRALA LASER & CATARACT INSTITUTE, P.A.

B. These Restated Articles of Incorporation have been adopted in accordance with Section 607.1007 of the Florida Statutes.

C. Effective upon the date of filing with the Secretary of State of the State of Florida, the Articles of Incorporation of DRS. AIRALA LASER & CATARACT INSTITUTE, P.A. are as follows:

"ARTICLE I
NAME

The name of this corporation is DRS. AIRALA LASER & CATARACT INSTITUTE, P.A.

ARTICLE II
NATURE OF BUSINESS-PERFORMANCE OF MEDICAL SERVICES

A. The general nature of the business to be transacted by this corporation is to engage in every aspect of corporate business.

B. All professional services of Medicine shall be rendered only through those of the officers, employees and agents of the Corporation who are duly licensed or otherwise legally authorized to render such professional services within the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares of VOTING COMMON STOCK having a par value of one (\$1.00) dollar per share and five thousand five hundred (5,500) shares of

NON VOTING COMMON STOCK having a par value of one (\$1.00) dollar per share which shall have no voting rights. Aside from the difference in voting rights, the VOTING COMMON STOCK and NON VOTING COMMON STOCK are, in all respects, identical.

ARTICLE IV DIRECTORS

This corporation shall never have fewer than two (2) directors. The number of directors may be increased to not more than five (5) in the manner set forth in the By-Laws.

ARTICLE V TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI INDEMNITY

The corporation shall indemnify any officer, director or employee, or any former officer, director or employee to the fullest extent permitted by law.

ARTICLE VII BY-LAWS

The power to alter, amend, or repeal the By-Laws shall be vested in the stockholders and directors of the Corporation in the manner set forth in the By-Laws.

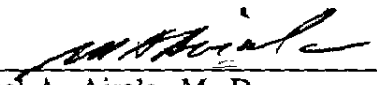
ARTICLE VIII ELIGIBLE STOCKHOLDERS

A. Only individuals who are duly licensed to practice Medicine under the laws of the State of Florida may be officers, directors or stockholders of this Corporation.

B. No stockholder of this corporation may enter into any voting trust agreement or other type of agreement vesting another person with the authority to exercise the voting power of the stock of this corporation."

SIGNATURES APPEAR ON FOLLOWING PAGE

This Amendment and Restatement was executed by the sole Stockholders and Directors of the corporation on the 19 day of June, 2003, which execution shall constitute adoption.

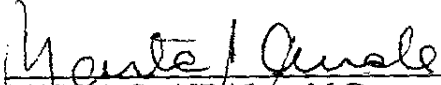

Manuel A. Airala, M. D.
Stockholder and Director

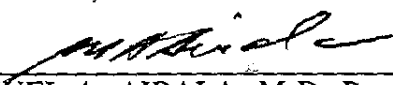

Marta S. Airala, M. D.
Stockholder and Director

IN WITNESS WHEREOF, DRS. AIRALA LASER & CATARACT INSTITUTE, P.A. has caused this Amendment and Restatement of its Articles of Incorporation to be executed by its President and Secretary this ___ day of June, 2003.

ATTEST:

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

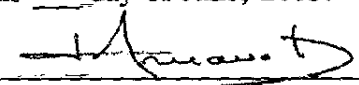

MARTA S. AIRALA, M.D.
Secretary (Corporate Seal)

By: 
MANUEL A. AIRALA, M.D., President

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared MANUEL A. AIRALA, M.D. and MARTA S. AIRALA, M.D., to me well known and known to me to be the President and Secretary, respectively, of DRS. AIRALA LASER & CATARACT INSTITUTE, P.A. a Florida Professional Association, who, after being duly sworn, acknowledged before me that they executed the foregoing Amendment to and Restatement of the Articles of Incorporation for and on behalf of the said corporation, and that the same was duly authorized.

WITNESS my hand and official seal this 19th day of June, 2003.


Notary Public, State of Florida at Large
[NOTARY SEAL]

JORGE ARNAVAT
NOTARY PUBLIC, STATE OF FLORIDA
COMMISSION # DD181917
EXPIRES 02/17/2007
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