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OWEN S. FINE  
SENIOR COUNSEL  
STEPHEN A. BISHOP  
OF COUNSEL

May 31, 1996

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

Certified No. Z 360 031 534  
Return Receipt Requested

RE: VISIONSCRIPTS, INC.

500001851195  
-06/05/96--01014--010  
\*\*\*\*122.50 \*\*\*\*122.50

To Whom It May Concern:

Enclosed for filing are two fully executed copies of Articles of Incorporation for the above-referenced corporation and a check in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy	<u>52.50</u>

Total: \$122.50

Please file one original and certify the copy. I have included a self-addressed stamped envelope for return of the certified copy.

Please contact the undersigned at (305) 789-3545, if you should need additional information. Thank you for your cooperation.

Very truly yours,

*Marcia K. Cox*

Marcia K. Cox  
Legal Assistant for the Firm

/mkc  
Enclosures  
cc: Louise J. Allen, Esq.  
J:\MKC\SEC-STAT.ART

MIAMI

FORT LAUDERDALE

TAMPA

ARTICLES OF INCORPORATION  
OF  
VISIONSCRIPTS, INC.

FILED  
96 JUN -4 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND ADDRESS

The name of this corporation is VisionScripts, Inc. The address of the principal office and the mailing address of this corporation is 3659 South Miami Avenue, Suite 4008, Miami, Florida 33133.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is Ten Thousand (10,000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to this corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

**ARTICLE IV - INITIAL REGISTERED**

**OFFICE AND AGENT**

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such office is:

<u>Name</u>	<u>Address</u>
Louise J. Allen	150 West Flagler St. Museum Tower, Suite 2200-LJA Miami, Florida 33130

**ARTICLE V - COMMENCEMENT**

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

**ARTICLE VI - INITIAL**

**BOARD OF DIRECTORS**

The initial Board of Directors of this corporation shall be comprised of two (2) persons. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of this corporation, but shall never be less than one. The names and addresses of the members of the initial Board of Directors of this corporation are:

<u>Name</u>	<u>Address</u>
Monica M. Manasa, M.D.	3659 S. Miami Avenue Suite 4008 Miami, FL 33133
John D. Robitaille	7101 S.W. 95th Street Miami, FL 33156

#### ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as  
incorporator is:

<u>Name</u>	<u>Address</u>
Louise J. Allen	150 West Flagler St. Museum Tower, Suite 2200 Miami, Florida 33130

FILED  
JUN -4 AM 9:09  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the  
Board of Directors and the shareholders of this corporation.

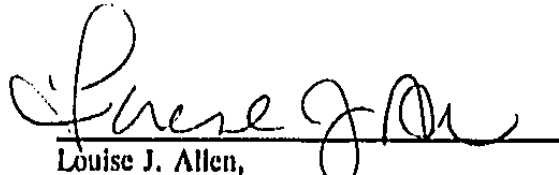
#### ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or  
director of this corporation, to the fullest extent permitted by law.

#### ARTICLE X - AMENDMENT

This corporation reserves to its shareholders the right to amend or repeal any  
provisions now or hereafter contained in these Articles of Incorporation. Any rights which these  
Articles may confer upon this corporation may be modified or cancelled by a vote of the  
shareholders to amend or repeal said Articles.

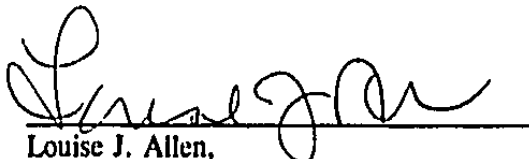
IN WITNESS WHEREOF, the undersigned has executed these Articles of  
Incorporation this 31<sup>st</sup> day of May, 1996.

  
Louise J. Allen,  
Incorporator

FILED  
55 JUN -4 AM 9:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing  
Articles of Incorporation and state that I am familiar with and accept the obligations of Section  
607.0501 of the Florida Statutes.

  
Louise J. Allen,  
Registered Agent

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