

February 27, 1997

Secretary of State Corporate Records Bureau **Division of Corporations** Dept. of State 409 East Gains St., 20th Floor Tallahassee, FL 32399

American Ophthalmic of Lake County, Inc. Re:

American Ophthalmic of Miami, Inc.

Dear Madam/Sir:

Please find enclosed, the Articles of Dissolution for each of the above referenced corporations.

Please file and forward evidence in the enclosed self-addressed, stamped envelope I have provided for your convenience.

If you have any problems or questions regarding the filing, please contact me at 972-982-8264.

Thank you in advance for your prompt assistance.

Pamela Arsenault Legal Assistant

enclosures

ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this corporation submits the following articles of dissolution: FIRST: The name of the corporation is American Ophthalmic of Miami, Inc. SECOND: The articles of incorporation were filed on June 26, 1996. THIRD: None of the corporation's shares have been issued. 図 The corporation has not commenced business. FOURTH: No debt of the corporation remains unpaid. FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued. SIXTH: Adoption of Dissolution \Box A majority of the incorporators authorized the dissolution X A majority of the directors authorized the dissolution... Signed this 27th day of February, 1997.

Signature Moland & acus