

09/24/00 TUE 10:20 FAX 305 866 4777

ADORNO & ZEDER PA

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FLORIDA DIVISION OF CORPORATIONS

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FLORIDA DIVISION OF CORPORATIONS
ELECTRONIC FILING COVER SHEET
((H96000035972))

TO: DIVISION OF CORPORATIONS
(904) 922-4001

FAX #:

FROM: ADORNO & ZEDER, P.A.
072100000120
CONTACT: JUSTIN T WILSON
PHONE: (305) 860-7098
(305) 858-4777

FAXED
SEP 23 1996
BY: *[Signature]*

ACCT#:

FAX #:

NAME: RE-VISION, INC.
AUDIT NUMBER.....H96000013297
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 4
CERT. COPIES.....1 DEL.METHOD.. FAX
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TALLAHASSEE, FLORIDA

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95 SEP 24 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
RE-VISION, INC.

The undersigned, acting as Incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

FILED
SEP 24 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation shall be:
Re-Vision, Inc. (the "Corporation")

ARTICLE II

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

Justin T. Wilson
Adorno & Zeder, P.A.
2601 South Bayshore Drive
Suite 1600
Miami, Florida 33133
(305) 858-8555

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ARTICLE IV

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of Common Stock having a par value of \$0.01 per share.

ARTICLE V

The initial registered agent and street address of the initial registered office of the Corporation shall be:

A Z Registered Agent Corporation
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

ARTICLE VI

This Corporation shall have one director initially. The name and address of the initial director of the Corporation, who shall hold office until his successor is elected and qualified or until his earlier resignation or removal from office is:

Robert Mondshine, M.D.
1100 Kane Concourse
Bay Harbor, Florida 33154

The number of directors may be increased or decreased from time to time pursuant to the Bylaws of the Corporation, but shall not be less than one.

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ARTICLE VII

The name and address of the Incorporator of the corporation is:

A Z Registered Agent Corporation
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

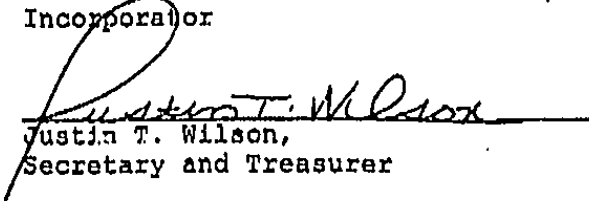
ARTICLE VIII

The principal business and mailing address of the Corporation shall be:

1100 Kane Concourse
Bay Harbour, Florida 33154

Executed at Miami, Florida this 23rd day of September,
1996.

A Z REGISTERED AGENT CORPORATION,
Incorporator


Justin T. Wilson,
Secretary and Treasurer

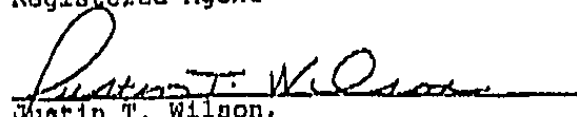
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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of Re-Vision, Inc., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 23rd day of September, 1996.

A Z REGISTERED AGENT CORPORATION,
Registered Agent


Justin T. Wilson,
Secretary and Treasurer

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TALLAHASSEE, FLORIDA

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CS NETWORKS
P.O. Box 5828
Tallahassee, FL 32314
(800) 342-8086

Incorporation & business services since 1899

ACCOUNT NO. : 072100000032
REFERENCE : 268385 167295A
AUTHORIZATION : *Patricia Pizzuto*
COST LIMIT : \$ 87.50

ORDER DATE : February 21, 1997

ORDER TIME : 10:26 AM

ORDER NO. : 268385-010

CUSTOMER NO: 167295A

000002094450--0

CUSTOMER: Ana Rojas, Legal Assistant
Gary C. Matzner, Esq
Suite 200
2400 South Dixie Highway
Miami, FL 33133

DOMESTIC FILINGS

NAME: RE-VISION, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: _____

FILED
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 97 FEB 21 PM 3:29
 97 FEB 21 AM 11:45
 SECRETARY OF STATE
 DIVISION OF CORPORATION
 TALLAHASSEE, FLORIDA

N HENDRICKS FEB 21 1997

ARTICLES OF DISSOLUTION
OF
RE-VISION, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Robert B. Mondshine, M.D., as President of Re-Vision, Inc., a Florida corporation (the "Corporation"), does hereby certify as follows pursuant to Florida Statutes §607.1403:


ARTICLE I

The name of the corporation filing for voluntary dissolution is Re-Vision, Inc.

ARTICLE II

The foregoing Articles of Dissolution were approved and authorized by the Written Consent of the Sole Shareholder of the Corporation, dated February 19, 1997.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on this 20 day of February, 1997.



Robert B. Mondshine, M.D.,
President