

P97000069/18

Avery, Whigham & Winesett, P.A.

Attorneys at Law

Richard W. Winesett
Dwight A. Whigham
Dennis L. Avery
Robert A. Winesett
James M. Costello
John L. Pilarski

Corner of First and Hendry Streets
2248 First Street
Fort Myers, Florida 33901

Post Office Box 610
Fort Myers FL 33902-0610
FAX (941)334-6258
Phone (941)334-7040

April 1, 1998

Florida Department of State
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314

700002479517--4

-04/06/98--01034--006

*****35.00 *****35.00

Re: Cataract & Laser Surgery Center, Inc.

Dear Sir or Madam:

Enclosed please find the original executed Amended and Restated Articles of Incorporation of Cataract & Laser Surgery Center, Inc. and a copy. I have also enclosed is our firm's check in the amount of \$35.00 for the filing fee.

I do not need a certified copy. After filing, please return the enclosed copy to the above address.

Thank you for your assistance in this matter.

Sincerely,


Robert A. Winesett

RAW/cw

Enc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 APR -6 PM 12:16

FILED

APR 8 1998

AMENDMENT TO ARTICLES OF INCORPORATION

The undersigned, who are all the owners of issued shares of Cataract & Laser Surgery Center, Inc., and also all the officers and directors of said corporation, hereby affirm that no other person has any right to the issuance of share or any other equity interest in this corporation and no person has asserted any such right and hereby amend the Articles of Incorporation of Cataract & Laser Surgery Center, Inc., to be in their entirety as follows:

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF CATARACT & LASER SURGERY CENTER, INC.

FILED
98 APR -6 PM 12:16
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE I (Name and Mailing Address)

The name of the corporation is CATARACT & LASER SURGERY CENTER, INC., and its mailing address is 13051 University Drive, Fort Myers, FL 33907.

ARTICLE II (Duration)

The duration of this corporation is perpetual and its existence commenced on August 11, 1997.

ARTICLE III (Purpose)

The general purposes for which this corporation is organized are to own and operate an ambulatory surgery center; to engage in such other activities as are incidental to or connected with the operation of such business; and to transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act. The corporation shall have all the powers allowable to corporations under Florida Statutes.

ARTICLE IV (Capital Stock)

This corporation is authorized to issue 10,000 shares of common stock with a par value of \$1.00 per share.

ARTICLE V (Initial Registered Office and Registered Agent)

The street address of the initial registered office of this corporation is 2248 First Street, Fort Myers, Florida 33901, and the name of the initial registered agent of this corporation at that address is ROBERT A. WINESETT.

**ARTICLE VI
(No Preemptive Rights)**

No holder of any shares of this corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of this corporation of any class now or hereafter authorized, nor any securities exchangeable for or convertible into such shares, nor any warrants or other instruments evidencing rights or options to subscribe for or otherwise acquire such shares.

**ARTICLE VII
(Initial Board of Directors)**

This corporation shall have three directors initially. The number of Directors may be either increased or diminished from time to time by a majority of the shareholders present in person or by proxy at any annual or special meeting of the shareholders but shall never be less than one director nor more than eleven directors. The names and addresses of the initial directors of this corporation are:

Mark S. Gorovoy, M.D.
4225 Evans Avenue
Fort Myers, FL 33907

Richard M. Davis, M.D.
9201 Cypress Lake Drive
Fort Myers, FL 33919

John W. Snead, M.D.
12525 New Brittany Boulevard
Fort Myers, FL 33919

FILED
98 APR -6 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE VIII
(Incorporator)**

The name and address of the incorporator is ROBERT A. WINESETT, Post Office Drawer 610, Fort Myers, Florida 33902.

**ARTICLE IX
(Bylaws)**

The Bylaws of the corporation shall be adopted, altered, amended or repealed and new Bylaws may be adopted, by either the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any Bylaw adopted by the Shareholders if the Shareholders specifically provide that the Bylaw is not subject to amendment or repeal by the Directors.

**ARTICLE X
(Amendment)**

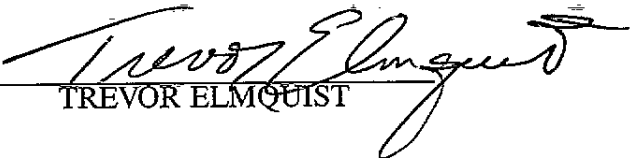
This corporation reserves the right, subject to the approval of persons voting not less than a two-thirds majority of the outstanding fully paid and non-assessable shares of the capital stock of the corporation, to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned individuals, each of whom is a shareholder and director of Cataract & Laser Surgery Center, Inc., and the corporation, by and through its president, have executed this Amendment to the Articles of Incorporation establishing The Amended and Restated Articles of Incorporation this 7th day of October, 1997.


MARK S. GOROVoy

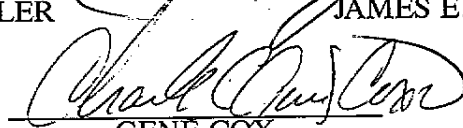

RICHARD M. DAVIS


JOHN W. SNEAD


TREVOR ELMQUIST


CECIL C. BEEHLER


JAMES E. CROLEY, III


GENE COX

Cataract & Laser Surgery Center, Inc.

by 
Mark S. Gorovoy, President

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 7 day of ^{Oct}~~August~~, 1997, by MARK S. GOROVY, RICHARD M. DAVIS, JOHN W. SNEAD, TREVOR ELMQUIST, ~~LEE~~ ~~SEITLER~~, JAMES E. CROLEY, III and GENE COX, all of whom are personally known ☒ to me or have produced ☐ _____ as identification.

NOTARY PUBLIC:



John L. Pierski
My Commission CC577797
Expires Aug. 18, 2000

sign [Signature]
print John L. Pierski
State of Florida at Large (Seal)
My Commission Expires:

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this
8th day of October, 1997 by CECIL C. BEEHLER,, who
is/are personally known to me.

Andrea K. Snarr
NOTARY PUBLIC

MY COMMISSION EXPIRES:

7-13-2000