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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001

FROM: SALLEY, FEINBERG & HAMES, P.A. ACCT#: 072100000223

CONTACT: MS. ROSE MARIE WALLACE

PHONE: (407)426-2360

FAX #: (407)426-2361

NAME: CENTRAL FLORIDA EYE SPECIALISTS, P.A.

AUDIT NUMBER.....H98000002781

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 11, 1998

SALLEY FEINBERG & HAMES PA

SUBJECT: CENTRAL FLORIDA EYE SPECIALISTS, P.A.
REF: W98000003040

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Freida Chesser
Corporate Specialist

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Letter Number: 798A00007796

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

FEB-23-88 13:47 FROM-

T-775 P.02/10 F-759



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 23, 1998

SALLEY FEINBERG & HAMES PA

SUBJECT: CENTRAL FLORIDA EYE SPECIALISTS, P.A.
REF: W98000003040

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

ARTICLE V STATES (2) DIRECTORS NO ONE IS LISTED AS THE DIRECTORS.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: W98000002781
Letter Number: 798A00007796

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, duly authorized and qualified in the State and County aforesaid to administer oaths and take acknowledgments, this day personally appeared **STEVE CORSO**, who, being by me first duly sworn, deposes and says:

1. The undersigned was a director for **CENTRAL FLORIDA EYE SUBSPECIALISTS, INC.**
2. **CENTRAL FLORIDA EYE SUBSPECIALISTS, INC.** was administratively dissolved and there is no intention to reactivate the said corporation.
3. The undersigned has no objection to the formation of a new corporation to be known as **CENTRAL FLORIDA EYE SPECIALISTS, P.A.** by Dr. Thomas M. Kropp and Dr. Robert Cordero, as incorporators.

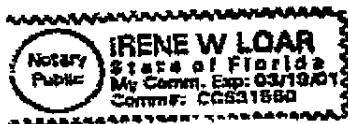
Further Affiant sayeth naught.


STEVE CORSO, Affiant

Sworn to and subscribed before
me this 23 day of February, 1998.



Notary Public, State of Florida
My Commission Expires:



FEB-23-98 13:48 FROM-

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

CENTRAL FLORIDA EYE SPECIALISTS, P.A.

THOMAS M. KROPP, M.D. and ROBERT CORDERO, M.D., the undersigned, the subscribers to these Articles of Incorporation, are natural persons competent to contract, and duly licensed to render services as ophthalmologists under the laws of the State of Florida, do hereby associate for profit, and present these Articles for the formation of a corporation under the Professional Services Corporation Act, Florida Statutes, Chapter 621, and other laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be CENTRAL FLORIDA EYE SPECIALISTS, P.A.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To engage in every phase and aspect of the business of rendering the same professional services to the public that a duly licensed physician under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to practice medicine therein.

Russell P. Hintze, Esq.
P.O. Box 3829
Orlando, Florida 32802
(407) 426-2360
FL Bar No.: 0716839

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To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this corporation.

To engage in any activity or business permitted under the laws of the United States and of this State.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of common stock (\$1.00 par

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value). None of the shares of this corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida.

The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 305 East New York Avenue, DeLand, Florida 32724, and the name of the initial registered agent of this corporation at that address is THOMAS M. KROPP.

ARTICLE V

INITIAL DIRECTOR

This corporation shall have two (2) directors initially. The names and addresses of the directors of the Corporation shall be Thomas M. Kropp, M.D., 305 East New York Avenue, DeLand, Florida 32724 and Robert Cordero, M.D., 305 East New York Avenue, DeLand, Florida 32724. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders.

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ARTICLE VI

SUBSCRIBER

The names and street addresses of the subscribers to these Articles of Incorporation are Thomas M. Kropp, M.D., 305 East New York Avenue, DeLand, Florida 32724, and Robert Cordero, M.D., 305 East New York Avenue, DeLand, Florida 32724.

ARTICLE VII

BUSINESS OPERATIONS

Except as otherwise provided by law: All business affairs of the corporation shall be conducted in compliance with general corporate practices which are characteristic of those ordinarily relating to business corporations; all shares of stock in the corporation shall be fully transferable; management of the corporation shall be vested in the Board of Directors; liability of shareholders shall be limited to their respective interests in the stock of the corporation; and the continuity of the corporation shall not be affected by death, disability, retirement or sale of stock by any one shareholder; provided, however, that this provision shall not prohibit the corporation, its employees or its stockholders from entering into such agreements relating to redemption of stock, other stock purchase arrangements, or other corporate plans available to business corporations.

ARTICLE VIII

AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute.

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ARTICLE IX

PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:

CENTRAL FLORIDA EYE SPECIALISTS, P.A.
305 East New York Avenue
DeLand, Florida 32724

ARTICLE X

COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence to exist on the execution and acknowledgment of these Articles of Incorporation.

IN WITNESS WHEREOF, THOMAS M. KROPP, M.D. and ROBERT CORDERO, M.D., the undersigned, being the original subscribers to these Articles of Incorporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the State of Florida, do make and file this instrument hereby declaring and certifying that the facts herein stated are true and hereunto set their hands and seal this 8 day of Feb, 1998.



THOMAS M. KROPP, M.D.



ROBERT CORDERO, M.D.

Fax Audit No.: H98000002781

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**


In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

CENTRAL FLORIDA EYE SPECIALISTS, P.A. (the "Corporation") desiring to organize as a domestic for profit corporation or qualify under the laws of the State of Florida has named and designated THOMAS M. KROPP as its Registered Agent to accept service of process within the State of Florida with its registered office located at 305 East New York Avenue, DeLand, Florida 32724.

ACKNOWLEDGEMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0501, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 5 day of Feb. 1998.


THOMAS M. KROPP

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TALLAHASSEE, FLORIDA