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MICHAEL K. HAIR, P.C.
Attorney At Law

7407 E. Ironwood Court
Scottsdale, AZ 85258
Tele. (602) 443-9657
Fax (602) 443-1908

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JUL 20 PM 2:42

July 17, 1998

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

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-07/20/98--01044--018
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Re: Articles of Incorporation

Dear Sir or Madam:

Please find enclosed two signed copies of Articles of Incorporation for American Glaucoma Institute of Florida - Clearwater, Inc. Please return one of these copies to me as Certified.

Also enclosed is a check in the amount of \$122.50 as payment of the filing fees.

If you have any questions, please do not hesitate to contact me at the above listed telephone number.

Very truly yours,

Michael K. Hair, P.C.

By: Michael K. Hair
Michael K. Hair, President

Enclosures

7-22
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ARTICLES OF INCORPORATION
OF
AMERICAN GLAUCOMA INSTITUTE
OF FLORIDA - CLEARWATER, INC.

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ARTICLE I

NAME: The name of the corporation shall be AMERICAN GLAUCOMA INSTITUTE OF FLORIDA - CLEARWATER, INC.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS: The principal place of business for the corporation shall be 450 S. Gulfview, No. 508, Clearwater, Florida 33767.

ARTICLE III

AUTHORIZED CAPITAL: The corporation shall have the authority to issue Ten Thousand (10,000) shares of common stock, \$1.00 par value.

ARTICLE IV

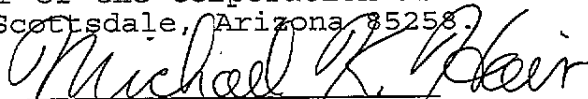
REGISTERED AGENT: The name and address of the initial Registered Agent is G. Richard Smith, 450 S. Gulfview, No. 508, Clearwater, Florida 33767.

ARTICLE V

BOARD OF DIRECTORS: The initial Board of Directors shall consist of one Director. The person who is to serve as the sole Director until the first annual meeting of the shareholders or until his successor is elected and qualified is Gary R. Smith.

ARTICLE VI

INCORPORATOR: The incorporator of the corporation is Michael K. Hair, 7407 E. Ironwood Court, Scottsdale, Arizona 85258.

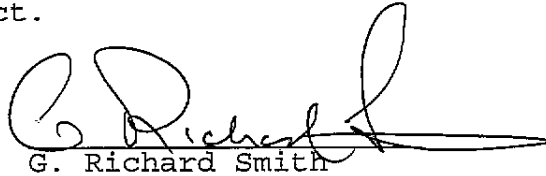

Michael K. Hair

DATED THIS 17th day of July, 1998.

CONSENT OF REGISTERED AGENT

I, G. Richard Smith, having been designated to act as Registered Agent, hereby consent to act in that capacity for American Glaucoma Institute of Florida - Clearwater, Inc. until removed or my resignation is submitted in accordance with the Florida Business Corporation Act.

Date: July 17, 1998


G. Richard Smith

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