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EDWARD B. COHEN
PAULA S. GOLD (RETIRED)
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* ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND NEW YORK
** ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND PENNSYLVANIA

March 1, 1999

Via Certified Mail Receipt #Z.461 952 226

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Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: Macular Degeneration Centers of America, Inc.

Dear Sir/Madam:

Enclosed please find our law firm's check in the amount of \$78.75 representing the filing fee for the enclosed Articles of Incorporation and Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served, on the above named corporation.

Kindly process same and return the Articles in the enclosed self-addressed stamped envelope provided for your convenience. Thank you in advance.

Very truly yours,

Michael I. Kotler

Michael I. Kotler

MIK/snr

Enclosures

PAWS2000\DOCUMENT\CHERYL\KOTLER-M.MSC\SECY.LTR

FILED
99 MAR -5 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSER

MAR 1 0 1999

ARTICLES OF INCORPORATION
OF
MACULAR DEGENERATION CENTERS OF AMERICA, INC.

ARTICLE I

NAME

The name of this corporation is

MACULAR DEGENERATION CENTERS OF AMERICA, INC.

FILED
99 MAR -5 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

PURPOSE

This Corporation is organized for the following purposes:

1. To own and operate a macular degeneration treatment centers.
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of common stock.

The common stock of the Corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him/her from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE IV
TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing on the date of receipt of these Articles of Incorporation by the Secretary of State of Florida.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this Corporation is **54 Southwest Boca Raton Boulevard, Boca Raton, Florida 33432**. The initial registered agent of this Corporation is **MICHAEL I. KOTLER, ESQUIRE**, with his address at **54 Southwest Boca Raton Boulevard, Boca Raton, Florida 33432**. The Board of Directors may, from time to time, change the street and post office address of the Corporation as well as the location of its principal office.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This Corporation shall have four (4) Directors, initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and addresses of the initial Directors of this Corporation are:

MICHAEL I. KOTLER, ESQUIRE, 54 Southwest Boca Raton Boulevard, Boca Raton, Florida 33432

RONALD M. ZAKARIN, ESQUIRE, 54 Southwest Boca Raton Boulevard, Boca Raton, Florida 33432

EDWARD B. COHEN, ESQUIRE, 54 Southwest Boca Raton Boulevard, Boca Raton, Florida 33432

ALAN H. SCHWARTZ, ESQUIRE, 54 Southwest Boca Raton Boulevard, Boca Raton, Florida 33432

ARTICLE VII
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

ARTICLE VIII

INCORPORATOR

MICHAEL I. KOTLER, ESQUIRE, 54 Southwest Boca Raton Boulevard, Boca Raton, Florida 33432-4078

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of

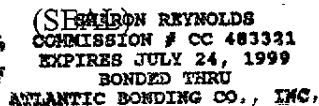
MICHAEL I. KOTLER

STATE OF FLORIDA

COUNTY OF PALM BEACH

Sworn to and subscribed before me this 1 day of March, 1999, by **MICHAEL I. KOTLER**, who is personally known to me (or who has produced as identification) and who did take an oath.

Notary Public, State of Florida



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That **MACULAR DEGENERATION CENTERS OF AMERICA, INC.**, is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of **Boca Raton**, County of **Palm Beach**, State of **Florida** has named **MICHAEL I. KOTLER**, located at **54 Southwest Boca Raton Blvd., Boca Raton, Florida 33432-4708**, its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.



MICHAEL I. KOTLER
(Registered Agent)

FILED
99 MAR -5 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA