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TALLAHASSEE, FL 32301
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96 JAN 26 AM 11:07
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032
REFERENCE : 819034 4326542
AUTHORIZATION : *Patricia Potts*
COST LIMIT : \$ 70.00

ORDER DATE : January 25, 1996

ORDER TIME : 10:22 AM

ORDER NO. : 819034

CUSTOMER NO: 4326542

500001699085

CUSTOMER: Margaret Lee, Legal Assistant
Shaw, Pittman, Potts &
1501 Farm Credit Drive
Suite 4400
McLean, VA 22102

B-26

FOREIGN FILINGS

NAME: 20/20 LASER CENTERS, INC.

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XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Andrea C. Mabry

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:*

1. 20/20 Laser Centers, Inc.
(Name of Corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Maryland 3. 52-1852589
(State or country under the law in which it is incorporated) (FEI number, if applicable)
4. September 29, 1993 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "Perpetual")
6. January 29, 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 6701 Democracy Blvd., Ste. 200
Bethesda, Maryland 20817
8. General Partner in limited partnership
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: The Prentice-Hall Corporation Systems, Inc.
Office Address: 1201 Hays Street
Tallahassee, Florida 32302

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

The Prentice Hall Corporation System, Inc.

By: Marcia A. Havner, Asst. Secy.
(Registered agent's signature)
Marcia A. Havner, Asst. Secy.

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Warren S. Rustand
Address: 6701 Democracy Blvd., Ste. 200, Bethesda, MD 20817
Vice Chairman: J. James Thimons, O.D.
Address: 6701 Democracy Blvd., Ste. 200, Bethesda, MD 20817
Vice Chairman: Mark Speaker, M.D., Ph.D.
Address: 6701 Democracy Blvd., Ste. 200, Bethesda, MD 20817
Director: Gary E. Jonas
Address: 6701 Democracy Blvd., Ste. 200, Bethesda, MD 20817
Director: Stephen E. Brint, M.D.
Address: 6701 Democracy Blvd., Ste. 200, Bethesda, MD 20817
Director: Charles M. Citrin, M.D.
Address: 6701 Democracy Blvd., Ste. 200, Bethesda, MD 20817
Director: Michael E. Solomon, Esq.
Address: 6701 Democracy Blvd., Ste. 200, Bethesda, MD 20817
Director: Michael A. Kane, CPA
Address: 6701 Democracy Blvd., Ste. 200, Bethesda, MD 20817

B. OFFICERS

President & CEO Gary E. Jonas
Address: 6701 Democracy Blvd., Ste. 200, Bethesda, MD 20817
Senior V.P.: Eric Hatch
Address: 6701 Democracy Blvd., Ste. 200, Bethesda, MD 20817
Senior V.P.: Greg P. Cofoid, CPA
Address: 6701 Democracy Blvd., Ste. 200, Bethesda, MD 20817
Senior V.P.: Corinne Kuypers-Denlinger
Address: 6701 Democracy Blvd., Ste. 200, Bethesda, MD 20817
Senior V.P.: Elizabeth A. Karmin, Esq.
Address: 6701 Democracy Blvd., Ste. 200, Bethesda, MD 20817
Asst. Secretary: Charles M. Citrin, M.D.
Address: 6701 Democracy Blvd., Ste. 200, Bethesda, MD 20817

NOTE: If necessary, you may attached an addendum to the application listing additional officers and/or directors.

13. Elizabeth A. Karmm
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Elizabeth A. Karmm, Senior Vice President
(Typed or printed name and capacity of person signing application)

STATE OF MARYLAND

416347

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, NANCY GRUENINGER OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT 20/20 LASER CENTERS, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

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IN WITNESS WHEREOF, I HAVE HEREUNTO SET
MY HAND AND AFFIXED THE SEAL OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF
MARYLAND AT BALTIMORE THIS 25TH DAY OF
JANUARY, 1996.

Nancy Grueninger
NANCY GRUENINGER
ADMINISTRATIVE OFFICER