



OPHNET INC.
FOUNDED BY
HIRSCH & CO.

THE OPHTHALMOLOGY
MARKETING AND
MANAGEMENT CONSULTANTS

V59678

November 3, 2000

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Palm Broward Eye Centers, Inc.

800003453848--0
-11/06/00--01124--020
*****43.75 *****43.75

To Whom It May Concern:

Enclosed please find a completed "articles of dissolution" form for
Palm Broward Eye Centers, Inc.

Our accountant plans to file the final return on Dec. 31, 2000 and so our date of
dissolution is also Dec. 31, 2000.

I have enclosed check #3709 in the amount of \$43.75 representing a \$35.00 filing fee
and a \$8.75 charge for a certificate of status.

If you have any questions, please call me at 781-631-7817.

Thank you.

Anusia J. Hirsch

Anusia J. Hirsch, Secretary
Palm Broward Eye Centers, Inc.

EFFECTIVE DATE
12-31-00

FILED
00 NOV - 6 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dissolution

T BROWN NOV 15 2000

AUTONOMY IS GOOD MEDICINE®

EFFECTIVE DATE
12-31-00

ARTICLES OF DISSOLUTION

FILED
00 NOV -6 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Palm-Broward Eye Centers, Inc.

SECOND: The date dissolution was authorized: 11/01/00
The effective date of Dissolution is December 31, 2000.

THIRD: Adoption of Dissolution (CHECK ONE)

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

(voting group)

Signed this 3 day of Nov. 2000.

Signature

Anusia J. Hirsch
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Anusia J. Hirsch
(Typed or printed name)

Secretary
(Title)