

AG/ir

Upon this seventh day of January two thousand two appeared before me, Gerard Christoffel Antonius Smeets, a civil-law notary of Curaçao: _____

Aede Gerbranda, a lawyer, married, born in Utrecht, the Netherlands, on the twenty-eighth of September nineteen hundred and fifty-five, residing in Curaçao, with office address at Julianaplein 5, according to his declaration acting in the present matter as a proxy of the limited liability company: Intertrust (Curaçao) N.V., established in Curaçao, which company is the sole managing director of and as such legally represents the foundation **INTERNATIONAL GLAUCOMA REVIEW FOUNDATION** (the "Foundation"), established in Curaçao. _____

The authorization of the appearer is evidenced by a private deed of proxy, which has been attached to a deed of deposit executed before me, on the seventh day of December nineteen hundred and ninety-eight. _____

The appearer, acting in his aforesaid capacity, stated by a special board resolution of the third day of January two thousand two the board of the Foundation, having received the prior approval of the owner of the Founder's rights, has resolved to amend the articles of incorporation of the Foundation in the following way: _____

Paragraph 1 of Article 1 will be deleted and replaced by a new Paragraph 1 of Article 1, reading as follows: _____

"1. *The name of the foundation is:* **ASSOCIATION OF INTERNATIONAL GLAUCOMA SOCIETIES FOUNDATION**". _____

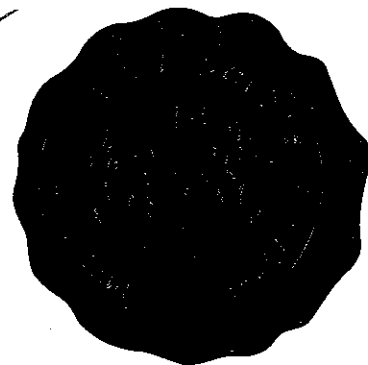
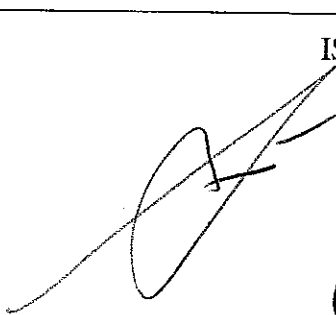
The prior approval of the owner of the Founder's rights appears from a document which will be attached to this deed. _____

The appearer is known to me. _____

IN WITNESS WHEREOF, this deed was drawn up at Curaçao on the day mentioned in the heading hereof. After the contents of the deed were factually stated to the appearer, the appearer declared to be informed of the contents of the deed and not to desire a complete reading aloud thereof. _____

Thereupon this deed was after abbreviated reading aloud signed by the appearer and by me. (Signed by:) A. Gerbranda; Smeets. _____

ISSUED FOR TRUE COPY!

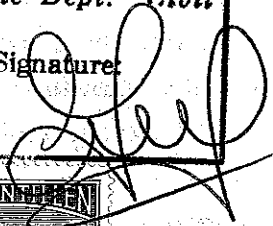


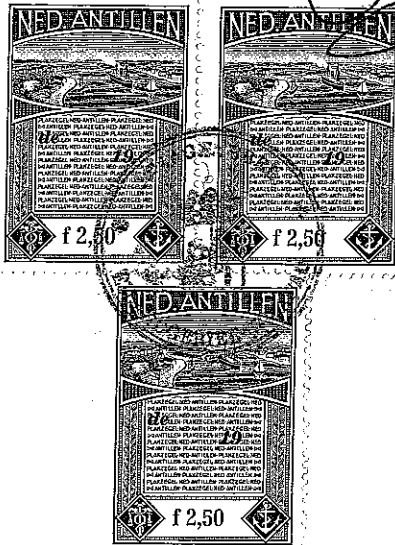
APOSTILLE

(Convention de la Haye du 5 octobre 1961)

1. Country: *Curacao, Netherlands Antilles*
This public document
2. Has been signed by *G.C.A. Smeets*
3. acting in the capacity of *Civil-Law-Notary of Curaçao*
4. bears the seal/stamp of the aforementioned *G.C.A. Smeets*

CERTIFIED

5. at *Curaçao*
6. the 14 JAN. 2002
7. *For the Lieutenant Governor of the Island of Curaçao, the Head of the Dept. "Civil Registry & Elections"*
8. No. 5249 10 Signature: 
9. Seal/Stamp



THE UNDERSIGNED:

Gerard Christoffel Antonius Smeets, a civil-law notary officiating in Curaçao,

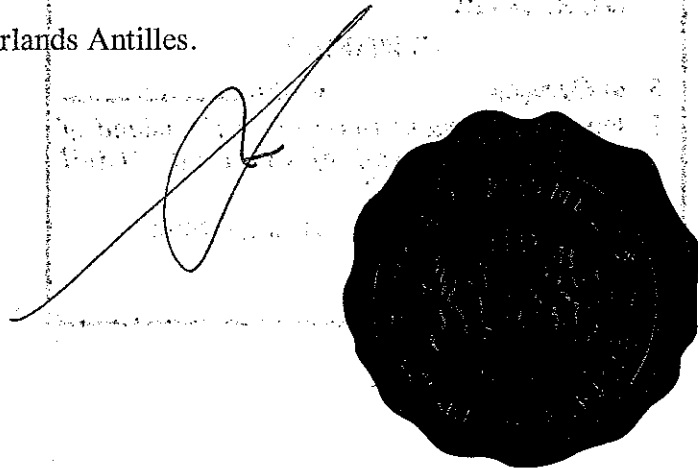
HEREBY CERTIFIES:

that the following is the text of the current Articles of Association of the private foundation:

"ASSOCIATION OF INTERNATIONAL GLAUCOMA SOCIETIES FOUNDATION"

established at Curaçao, Netherlands Antilles.

Curaçao, January 8, 2002.



Article 1: NAME, SEAT, DURATION

1. The name of the foundation is: **ASSOCIATION OF INTERNATIONAL GLAUCOMA SOCIETIES FOUNDATION** (the "Foundation").
2. The Foundation is established in Curaçao as a private foundation under article 1 B of the 1967 Ordinance on Foundations, as amended ("*Landsverordening op Stichtingen*") and has been incorporated for an indefinite period of time.

Article 2: PURPOSE

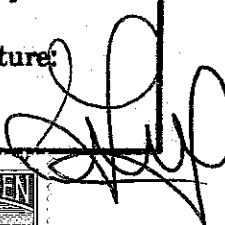
1. The purpose of the Foundation is to provide resources to persons and institutions that engage in scientific research in the medical field, specifically but not limited to ophthalmology.
2. The Foundation attempts to achieve its purpose by:
 - a. acquiring, owning and managing its assets;
 - b. making distributions out of its assets to such institutions and persons, as indicated in the preceding paragraph, as the Board in its sole discretion may determine, and to provide financial assistance to such institutions and persons by means of loans, guarantees, annuity contracts and the like.
3. The Foundation is entitled to invest its assets in securities, including shares and other certificates of participation and bonds, certificates of deposit as well as interest bearing claims however denominated and in any and all forms. The Foundation can incur risks from investment and reinvestment activities, including risks from "puts" and "calls", but it cannot undertake any activities which could result in the incurrence of a commercial risk or liability and any such activities are hereby expressly forbidden and excluded.

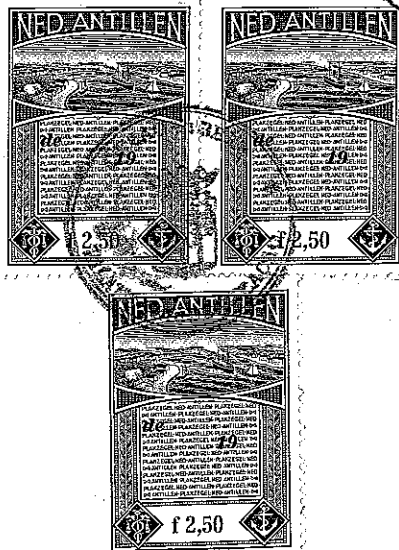
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2. Has been signed by *G.C.A. Smeets*
3. acting in the capacity of *Civil-Law-Notary of Curaçao*
4. bears the seal/stamp of the aforementioned *G.C.A. Smeets*

CERTIFIED

5. at *Curaçao*
6. the 14 JAN. 2002
7. *For the Lieutenant Governor of the Island of Curaçao. the Head of the Dept. "Civil Registry & Elections"*
8. No. 5250
10. Signature: 
9. Seal/Stamp



4. The Foundation furthermore shall be entitled, whether or not for the protection of its assets, to transfer all its assets or part thereof, revocably or irrevocably, to a trust organized according to the laws of any Anglo-American law system, and/or to transfer in fiduciary ownership to one or more trustees or fiduciaries, that can be natural persons or legal persons, with the understanding that such assets shall be held by the trustees or fiduciaries for the benefit of the Foundation, creditors, the person(s) with the founder's authority or other persons designated by the Board, all in accordance with the provisions under which such trust relationship or fiduciary ownership has been constituted. _____
5. The Foundation is not entitled to make profits by means of the carrying on of an enterprise as referred to in the Ordinance on Foundations. _____

Article 3: ASSETS _____

The Foundation's assets consist of the assets contributed by the Founder, such other assets as may be acquired from others, its income from managing its assets, and any other legally acquired means. _____

Article 4: BOARD OF DIRECTORS _____

1. The management of the Foundation is commissioned to a Board consisting of at least one director. Natural persons as well as corporations can be directors. _____
2. Each director shall be appointed, and may be dismissed at all times, with or without cause, by the Founder. If more than one director shall be appointed one director shall be appointed Chairman by the Founder. _____
3. A director may resign at any time by notifying the Founder in writing. The office of director is further terminated: _____
 - a. in case of his or its dismissal; _____
 - b. by his death or, when a legal entity, by its dissolution; _____
 - c. upon his or its petition for his or its own moratorium of payments ("*surséance van betaling*") or bankruptcy ("*faillissement*"); _____
 - d. upon being declared bankrupt; and _____
 - e. upon being placed under guardianship ("*curatele*"). _____
4. One or more vacancies in a plural Board do not impair in any way the powers of the Board, which are then vested in the remaining directors until the vacancy or vacancies have been filled. _____
5. Should there at any time be no directors in office, or should all directors in office be incapable of or prevented from acting as such and a vacancy is not filled by the Founder, then, upon petition of the first acting interested party, the Judge in First Instance shall appoint new directors. _____
6. The Board may appoint a secretary and such other officers, as it may deem advisable. The secretary and other officers, if any, need not be directors. _____

Article 5: MEETINGS OF THE BOARD _____

1. Meetings of the Board shall be held when any director considers a meeting necessary or advisable. _____
2. The secretary shall convoke the meetings by letters, telegram, cable, fax or e-mail, giving at least one week notice not including the day of mailing and the day of the meeting. When all directors are present or represented at a meeting, notice of that meeting shall be deemed to have been waived. _____
3. Minutes shall be made of all meetings. _____
4. A director may be represented at the meeting by proxy. The proxy need not be another director. _____
5. Except as otherwise provided herein, all resolutions of the Board shall be adopted by majority of votes. _____

6. The votes shall be cast orally, unless one or more directors desires a vote by secret ballot. _____
7. In the event the votes are tied, the Chairman shall have the casting vote. _____
8. The Board may adopt resolutions without holding a meeting provided that all directors have cast their vote in writing and in case of a plural Board delivered their vote to the Chairman. _____

Article 6: REPRESENTATION _____

1. The Chairman or the sole director shall represent the Foundation in and out of court in accordance with the resolutions of the Board. _____
2. The Board may also authorize a director other than the Chairman or another person not being a director to represent the Foundation and to carry out resolutions of the Board. --

Article 7: FOUNDER'S AUTHORITIES _____

1. The Founder may make known to the Board a list of wishes in writing. _____
2. The wishes made known to the Board as mentioned in paragraph 1 are in no way binding on the Foundation and are not legally enforceable against the Foundation by the Founder or any other person. _____
3. The Founder's authorities are personal, cannot be exercised by any other person, and do not devolve unto his successors in inheritance. During his bankruptcy the authorities of the Founder are suspended. In the event the Founder's authorities cease or temporarily cannot be exercised, the authorities devolve unto the Board. _____
4. The Founder may, however, transfer his authorities to another person or corporation, who shall as from the date that the transfer is made known to the Board, take the place and stead of the original founder, including the authority to substitute a subsequent person or corporation as founder. _____
5. A transfer as referred to in the preceding paragraph may be made subject to the condition that the authorities return to the transferee upon the occurrence of stipulated events or stipulated lapse of time. _____

Article 8: AMENDMENT OF THE ARTICLES _____

1. The Board may amend these articles of incorporation by unanimous vote subject to a written approval by the Founder. _____
2. The amendment becomes effective when laid down in a notarial deed. _____

Article 9: FINANCIAL YEAR _____

The financial year shall be the calendar year. _____

Article 10: TRANSFER OF STATUTORY SEAT _____

With due observance of the provisions of the National Ordinance Transfer of Seat Third Countries ("*Landsverordening Zetelverplaatsing Derde Landen*"), the Foundation may pursuant to a Board resolution transfer its seat to another country and adopt the status of a legal entity incorporated under the laws of such country with the written approval of the Founder. _____

Article 11: DISSOLUTION _____

1. The Board may dissolve the Foundation only by unanimous vote. _____
2. The resolution to dissolve the Foundation may also appoint the liquidator. If no liquidator has been appointed, the Board shall act as such. _____
3. During the period of liquidation, the provisions of these articles shall remain in force to the extent applicable. _____
4. Any surplus that remains after satisfaction of all liabilities shall be distributed among the beneficiaries as meant in Article 2. _____