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Florida Department of State
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From: Account Name : AKERMAN SENTERFITT - TAMPA
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Phone : (813) 223-7333
Fax Number : (813) 223-2837

FLORIDA PROFIT CORPORATION OR P.A.

DR. PAUL J. GRUOSSO & ASSOCIATES, P.A.

| | |
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| Certificate of Status | 1 |
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B. McKnight MAR 01 2001

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
DR. PAUL J. GRUOSSO & ASSOCIATES, P.A.**

ARTICLE I. NAME

The name of this Corporation is **DR. PAUL J. GRUOSSO & ASSOCIATES, P.A.**

The street and mailing address of the Corporation is 25718 U.S. Highway 19 North, Clearwater, Florida 33763.

ARTICLE II. TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filing of these Articles with the Florida Secretary of State.

ARTICLE III: PURPOSE

The general nature of the business to be transacted by this Corporation is the practice of optometry, and to engage in every phase and aspect of the business of rendering the optometry services to the public that a licensed practitioner under Chapter 463, Florida Statutes, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents of this Corporation who are duly licensed under the laws of the State of Florida to perform such services.

ARTICLE IV: POWERS

This Corporation shall have all of the powers and privileges provided for or permitted under Florida law as necessary and convenient to effect this Corporation's purposes.

ARTICLE V: CAPITAL STOCK

The Corporation is authorized to issue 1,000,000 shares of \$0.001 par value common capital stock, which shall be designated Common Shares.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 100 South Ashley Drive, Suite 1500, Tampa, Florida 33602, and the name of its initial registered agent at such address is Joseph W.N. Rugg.

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ARTICLE VII: INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial directors of this Corporation are:

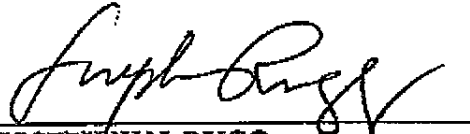
| <u>Name</u> | <u>Address</u> |
|-----------------------|--|
| Paul J. Gruosso, O.D. | 25718 U.S. Highway 19 North Clearwater, Florida 33763 |

ARTICLE VIII: INCORPORATOR

The name and address of the person signing these Articles is:

| <u>Name</u> | <u>Address</u> |
|------------------|---|
| Joseph W.N. Rugg | 100 South Ashley Drive, Suite 1500 Tampa, Florida 33602 |

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation, this 28th day of February, 2001.



JOSEPH W.N. RUGG

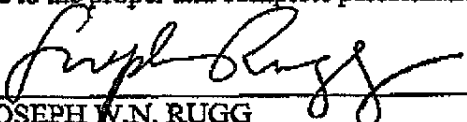
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ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



JOSEPH W.N. RUGG

Dated: February 28, 2001

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