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PLEASE ARRANGE THE FILING OF THE ARTICLES OF INCORPORATION WITH AN EFFECTIVE DATE TODAY, APRIL 16, 2001, AND RETURN TO ME A CERTIFICATION AS SOON AS POSSIBLE. THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER, GAIL ANDRE'

FLORIDA PROFIT CORPORATION OR P.A.

WINTER PARK VISION CENTER, P.A.

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ARTICLES OF INCORPORATION
OF
WINTER PARK VISION CENTER, P.A.

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DIVISION OF CORPORATIONS
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ARTICLE I - NAME

The name of this corporation is WINTER PARK VISION CENTER, P.A.

ARTICLE II -

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation shall be 1370 Sunset Drive, Winter Park, Florida 32789.

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing at the time of filing these Articles of Incorporation.

ARTICLE IV - PURPOSE

This corporation is organized to engage in the practice of optometry as a professional corporation and to own and operate a medical facility for the purposes of providing optometric practice with on-site optical dispensing prescription glasses and contacts, to promote scientific research and knowledge; to furnish related laboratory and clinical services; and to own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of such professional services; to invest its funds in real estate, mortgages, stocks, bonds or any other type of investments; to do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

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ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1,000) shares of TEN CENTS (\$.10) par value common stock; provided, however, that shares of the common stock of the corporation shall be issued only to individuals who are duly licensed to render services as medical doctors under the laws of the State of Florida and no shareholder of the corporation may sell or transfer his shares in such corporation except to another individual who is eligible to be a shareholder of this corporation. No shareholder of this corporation shall enter into a voting trust agreement or other agreement vesting another person with the authority to exercise his voting powers of any or all of his stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1370 Sunset Drive, Winter Park, Florida 32789, and the name of the initial registered agent of this corporation at that address is Robert A. Willson.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The names and addresses of the initial directors are as follows:

Robert A. Willson	1370 Sunset Drive Winter Park, Florida 32789
Mary W. Yeilding	1721 Laurel Road Winter Park, Florida 32789

ARTICLE VIII - INCORPORATOR

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

Robert A. Willson	1370 Sunset Drive Winter Park, Florida 32789
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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 16th day of April, 2001.

Robert A. Willson O.R.
Robert A. Willson, Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of WINTER PARK VISION CENTER, P.A.

Robert A. Willson O.R.
Robert A. Willson, Registered Agent

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