

Division of Corporations

Page 1 of 1

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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : WINDERWEEDLE, HAINES, WARD & WOODMAN, P.A.
Account Number : 076077002775
Phone : (407) 246-8692
Fax Number : (407) 423-7014

FLORIDA PROFIT CORPORATION OR P.A.

Medical Eye Associates, P.A.

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Certified Copy	1
Page Count	04
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MEDICAL EYE ASSOCIATES, P.A.

The undersigned Incorporator to these Articles of Incorporation, a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida and competent to contract, hereby forms a professional service corporation under Chapter 621 of the Florida Statutes and applicable laws.

ARTICLE I

NAME

The name of this Corporation is:

MEDICAL EYE ASSOCIATES, P.A.

ARTICLE II

NATURE OF BUSINESS

The nature of the business to be transacted by this Corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Doctor of Medicine duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees and agents of the Corporation who are duly licensed under the laws of the State of Florida to practice medicine therein.

B. To invest the funds of this Corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the Corporation enumerated in these Articles of Incorporation or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of the Corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the Corporation.

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D. It is intended that this Corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607 and Chapter 621, Florida Statutes, as the same may from time to time be amended.

ARTICLE III

CAPITAL STOCK

The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having no par value per share. Such common stock shall not be alienated nor redeemed by the Corporation except as specifically provided by the By-Laws of the Corporation.

ARTICLE IV

TERM OF EXISTENCE

The effective date upon which this Corporation shall come into existence shall be the date these Articles of Incorporation are filed with the Florida Secretary of State, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT; INITIAL CORPORATE OFFICE

The street address and mailing address of the initial registered office and the initial principal office of this Corporation is 250 Park Avenue South, 5th Floor, Winter Park, Florida 32789, and the name of the initial registered agent of this Corporation at that address is Mont Jay Cartwright.

ARTICLE VI

DIRECTORS

- A. The initial number of Directors of this Corporation shall be one (1).
- B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of this Corporation.

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C. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

D. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders.

E. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VII

INCORPORATOR

The name and street address of the Incorporator signing these Articles is:

Name

Address

Mont Jay Cartwright

250 Park Avenue South, 5th Floor
Winter Park, Florida 32789

ARTICLE VIII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the Shareholders and approved at a Shareholders' meeting by a majority of the stock issued and entitled to vote, unless all

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the directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE IX

COMPLIANCE WITH PROFESSIONAL SERVICE CORPORATION ACT

These Articles of Incorporation shall be construed so as to comply in all respects with the provisions of the Florida Professional Service Corporation Act as the same now exists or may from time to time be amended.

— IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 5th day of November, 2002.



Mont Jay Cartwright

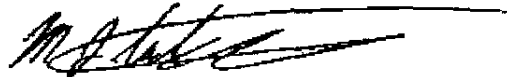
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Mont Jay Cartwright

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