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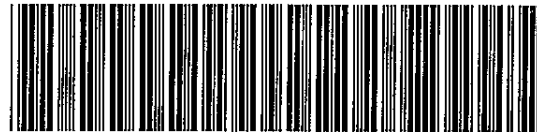
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EFFECTIVE DATE

11-26-02

11/27/02--01067--002 \*\*70.00

W 02-341042

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2002 NOV 27 10:15:05

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12-17-02



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

December 4, 2002

MECHANIK NUCCIO WILLIAMS HEARNE & WESTER  
ATTN: STACEY S. CATHERWOOD  
101 EAST KENNEDY BLVD STE 3140  
TAMPA, FL 33602-5151

SUBJECT: JOHNSON MEDICAL INSTITUTE, P.A.  
Ref. Number: W02000034042

We have received your document for JOHNSON MEDICAL INSTITUTE, P.A. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

An effective date may be added to the Articles of Incorporation if a 2003 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch  
Document Specialist  
New Filing Section

Letter Number: 602A00064407

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TALLAHASSEE, FLORIDA

# MECHANIK NUCCIO WILLIAMS HEARNE & WESTER

A PROFESSIONAL ASSOCIATION  
ATTORNEYS AND COUNSELORS AT LAW  
BANK OF AMERICA PLAZA, SUITE 3140  
101 EAST KENNEDY BOULEVARD  
TAMPA, FLORIDA 33602-5151  
INTERNET ADDRESS: <http://www.floridalandlaw.com>

WENDOLYN S. BUSCH\*  
ANGELA CARTER CABASSA\*  
ALFRED A. COLBY  
T. TRUETT GARDNER  
FRANK L. HEARNE\*  
CAROLE T. KIRKWOOD  
DAVID M. MECHANIK  
JOHN B. NEUKAMM  
VINCENT L. NUCCIO, JR.  
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GREGORY L. WILLIAMS

TEL: 813 / 276-1920  
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E-MAIL ADDRESS: [ssc@floridalandlaw.com](mailto:ssc@floridalandlaw.com)

\*NORTH TAMPA OFFICE: 219 CRYSTAL GROVE BLVD.  
LUTZ, FLORIDA 33548  
TEL: 813 / 909-7400  
FAX: 813 / 909-8592

REPLY TO: ☒ TAMPA  
☐ NORTH TAMPA

December 11, 2002

Tim Burch, Document Specialist  
New Filing Section  
Divisions of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

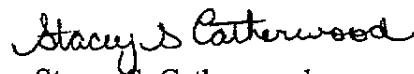
RE: Johnson Medical Institute

Dear Mr. Burch:

We are returning the Articles of Incorporation for the above-referenced client to you.  
The registered agent designation has been signed.

Please process this filing as soon as possible. If you have any questions, please contact me.

Sincerely yours,

  
Stacey S. Catherwood,  
Assistant to Alfred A. Colby

Enclosure(s)

FILED

2002 NOV 27 AM 11:05

STATE  
CLERK OF THE COURT  
TAMPA, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
JOHNSON MEDICAL INSTITUTE, P.A.**

The undersigned hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a professional services corporation in accordance with the laws of the State of Florida.

**ARTICLE I**  
**Name and Principal Office**

The name of the corporation shall be Johnson Medical Institute, P.A. The principal office and mailing address for the corporation shall be 3225 South MacDill Avenue, Suite 129-258, Tampa, Florida 33629-8171.

**ARTICLE II**  
**Term of Existence**

The corporation shall have perpetual existence, commencing on November 26, 2002.

**ARTICLE III**  
**Nature of Business**

**EFFECTIVE DATE**

**11-26-02**

The general nature of the business to be transacted by this corporation, and the objects and purposes thereof, shall be to engage solely and specifically in the business of carrying on a general ophthalmology practice;

**ARTICLE IV**  
**Powers**

The corporation shall have all powers conferred by the laws of the State of Florida upon corporations, including, but not limited to, the power:

- (a) To have perpetual succession by its corporate name;
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real and personal property or any interest therein, wherever situated;

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law;

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the laws of the State of Florida within or without this State;

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of the State of Florida, for the administration and regulation of the affairs of the corporation;

(m) To make donations for the public welfare or for charitable, scientific, or educational purposes;

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

(o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors,

officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

(p) To provide insurance for its benefit on the life of any of its directors, officers or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder;

(q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise; and

(r) To have and exercise all other powers necessary or convenient to effect its purposes.

#### ARTICLE V Capital Stock

The corporation is authorized to issue ten thousand (10,000) shares of common voting stock having a par value of one cent (\$0.01) per share. All or any part of the capital stock may be paid for in cash, in property, or in labor or services actually performed for the corporation. All stock shall be fully paid for when issued and shall be nonassessable.

#### ARTICLE VI Registered Office and Agent

The street address of the initial registered office of the corporation shall be 101 East Kennedy Boulevard, Suite 3140, Tampa, Florida 33602, and the name of its initial registered agent at such address shall be John B. Neukamm.

#### ARTICLE VII Directors

The corporation shall initially have two (2) directors. The number of directors may be increased or decreased from time to time by the shareholders, provided that the corporation shall always have at least one director. The shareholders of the corporation may remove any director from office at any time with or without cause.

ARTICLE VIII  
Initial Directors

The names and addresses of the initial directors of the corporation, who shall serve until their successors are duly elected and qualified, shall be:

David A. Johnson, M.D.  
3225 S. MacDill Ave., Suite 129-258  
Tampa, Florida 33629

Debra A Johnson  
3225 South MacDill Avenue, Suite 129-258  
Tampa, Florida 33629

ARTICLE IX  
Incorporator

The name and street address of the incorporator of the corporation shall be Alfred A. Colby, 101 East Kennedy Boulevard, Suite 3140, Tampa, Florida 33602.

ARTICLE XI  
Bylaws

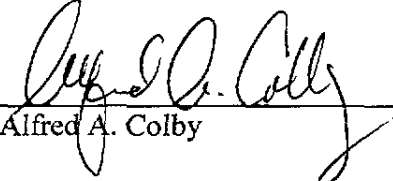
(a) The power to adopt bylaws for the corporation, to alter, amend, or repeal said bylaws, and to adopt new bylaws shall be vested in the Board of Directors of the corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended, or repealed by vote of the shareholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by such vote.

(b) The bylaws of the corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided that the bylaws are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Florida or of the United States.

ARTICLE XII  
Amendment

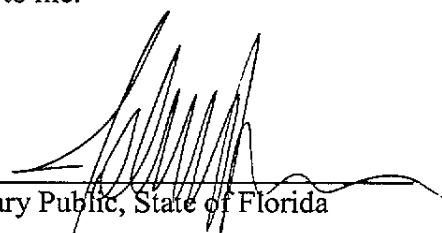
These Articles of Incorporation may be amended in the manner provided by law.

The undersigned incorporator has executed these Articles of Incorporation this 26th day of November, 2002.

  
\_\_\_\_\_  
Alfred A. Colby

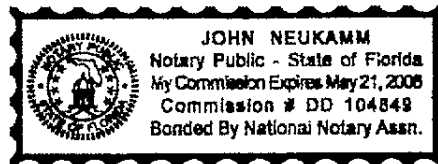
STATE OF FLORIDA                    )  
COUNTY OF HILLSBOROUGH        )

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of November, 2002, by Alfred A. Colby, who is personally known to me.

  
\_\_\_\_\_  
Notary Public, State of Florida

\_\_\_\_\_  
Notary's Printed Name

My Commission Expires: \_\_\_\_\_

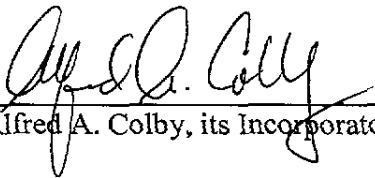


### **CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Johnson Medical Institute, P.A., desiring to organize under the laws of the State of Florida, has named John B. Neukamm, 101 East Kennedy Boulevard, Suite 3140, Tampa, Florida 33602, as its agent to accept service of process within the State of Florida.

DATED this 26th day of November, 2002.

  
Alfred A. Colby, its Incorporator

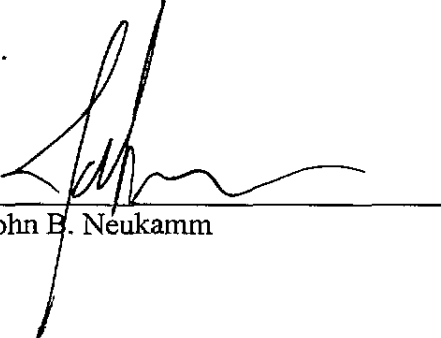
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### **ACCEPTANCE**

Having been named to accept service of process for the above named corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further acknowledge that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent.

DATED this 26th day of November, 2002.

  
John B. Neukamm