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03/10/06

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

I-Care Optical, P.A.

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
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- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
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- Officer Search _____
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- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

Signature _____

Requested by:

Name

wc

Date

3/9

Time

3:00

Walk-In _____

Will Pick Up _____

ARTICLES OF INCORPORATION

OF

I-CARE OPTICAL, P.A.

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TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED HEREBY ACTING AS INCORPORATOR FOR THE PURPOSE OF FORMING A PROFESSIONAL SERVICE CORPORATION FOR PROFIT, UNDER THE LAWS OF THE STATE OF FLORIDA. BY VIRTUE OF THE PROVISIONS OF CHAPTERS 621 AND 607, FLORIDA STATUTES, DO HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I: NAME

The name of this corporation is **I-CARE OPTICAL, P.A.**

ARTICLE II: PURPOSE

The general nature of the business or businesses to be conducted by this Corporation, together with an in addition to those powers conferred by the laws of the State of Florida upon corporations organized under and by virtue of the laws of Florida, shall be as follows:

1. To engage in every aspect of the practice of optometry.
2. To engage and render the professional services herein permitted and authorized only through its officers, employees and agents who are optometrists in good standing and duly licensed or otherwise legally qualified

and authorized within the State of Florida to render the same professional services as the Corporation;

3. To engage in no other business other than rendering of the professional services herein specified.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock of One Dollar and 00/100 (\$1.00) Dollar per share par value. Shares of the corporation's stock and certificates therefore shall be issued only to real estate brokers and salespersons in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

ARTICLE IV: DURATION

This corporation is to exist perpetually.

ARTICLE V: PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the corporation shall be located at 5537 Sheldon Road, Suite A, Tampa, Florida 33615.

The name and street address of the initial registered agent of the corporation in the State of Florida is:

**Jeffrey M. Lasman, Esquire
Lasman Law Firm, P.A.
6152 Delancey Station Street, Suite 205
Riverview, Florida 33569**

The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) or more director(s) as provided by the By-Laws. Initially, this corporation shall have two (2) Directors, the names of which are as follows:

<u>NAME</u>	<u>ADDRESS</u>
ANTHONY EFRE	5537 Sheldon Road Suite A Tampa, Florida 33615
ANDREA EFRE	5537 Sheldon Road Suite A Tampa, Florida 33615

ARTICLE VII: OFFICERS

The name and address of the officers of this corporation is as follows:

<u>NAME AND OFFICE</u>	<u>ADDRESS</u>
ANTHONY EFRE President Treasurer	5537 Sheldon Road Suite A Tampa, Florida 33615
ANDREA EFRE Vice President Secretary	5537 Sheldon Road Suite A Tampa, Florida 33615

ARTICLE VIII: COMMENCEMENT OF CORPORATE EXISTENCE

The existence of this corporation shall commence upon filing with the Secretary of State's office.

ARTICLE IX: SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such professional services within this state, or accepts employment that places restrictions or limitations upon his continued rendering of such professional services, then, in any such event, such person's office and/or employment with and/or financial interest in this corporation shall cease forthwith; subject, however, to the provisions of Article XIII dealing with "Amendments." Should any amendment be effected with changes the nature and purpose of this corporation so that the restrictions of Chapter 621, Florida Statutes, do not

apply, then the restriction of this Article shall not thereafter apply; provided, however, that until such amendment is effected, such person shall render no professional services, shall hold no office, shall not serve on the Board of this corporation, and shall have no financial interest in this corporation, except to receive payment for any stock owned and any other amounts that are lawfully due and owing by the corporation.

**ARTICLE X: RIGHTS OF STOCKHOLDER WHOSE
INTEREST TERMINATES UNDER ARTICLE IX**

If any stockholder of this corporation be required to terminate his or her financial interest in this corporation because of the application of Article IX, or the application of Chapter 621, Florida Statutes, and should these articles not be amended as provided in Article XIII the financial interest of such shareholders shall terminate immediately and automatically, except to receive payment for such stock in this corporation as may be owned by him or her and any other amounts that are lawfully due and owing to him or her by the corporation; and such shares of stock shall not be entitled to dividends or stock rights of any kind. Such stock shall be forthwith transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as shall be authorized as set forth in the By-Laws or Shareholders' Agreement, if any, and if not, by mutual agreement, or if no such agreement can be reached, by arbitration.

ARTICLE XI: INDEMNIFICATION

The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the corporation as an officer or director against expenses (including attorneys' fees, including hourly charges for paralegals and other staff members operating under the supervision of an attorney, whether at trial or appeal), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof; provided, however, that there shall be no indemnification against gross negligence or willful misconduct.

ARTICLE XII: BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XIII: AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.


ARTICLE XIV: INCORPORATOR

The names and addresses of the Incorporators of this corporation are:


<u>NAME</u>	<u>ADDRESS</u>
ANTHONY EFRE	5537 Sheldon Road Suite A Tampa, Florida 33615
ANDREA EFRE	5537 Sheldon Road Suite A Tampa, Florida 33615

IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as Incorporators, by: **ANTHONY EFRE** and **ANDREA EFRE**.

Dated this 16th day of December, 2005.



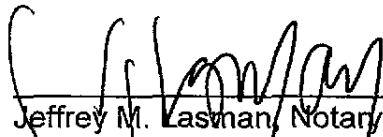
ANTHONY EFRE



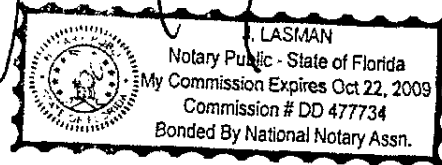
ANDREA EFRE

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 16th day of December, 2005, by **ANTHONY EFRE** and **ANDREA EFRE**, who have produced Florida Driver Licenses as identification.



Jeffrey M. Lasman, Notary Public



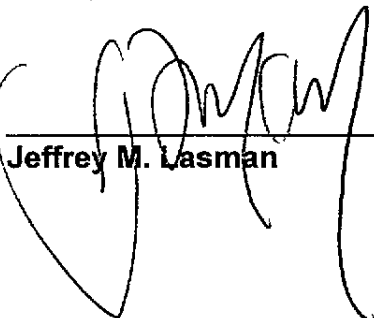
**CERTIFICATE OF DESIGNATION REGISTERED
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **I-CARE OPTICAL, P.A.**
2. The name and address of the registered agent and office is:

**Jeffrey M. Lasman, Esquire
Lasman Law Firm, P.A.
6152 Delancey Station Street, Suite 205
Riverview, Florida 33569**

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



Jeffrey M. Lasman

December 16, 2005
(Date)

06 MAR -9 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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