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August 21, 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: *Florida Eye Consultants, P.A.*

Dear Sir or Madam:

Enclosed find an original plus one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is this firm's check in the amount of $122.50 representing the filing fee. I would appreciate receiving a certified copy of the Articles after they have been filed.

Should you have any questions, please do not hesitate to contact my office.

Sincerely,

Gary B. Frese 8/29/96

Gary B. Frese

TB

GBF/lkw
Enclosures as stated

ARTICLES OF INCORPORATION

OF

FLORIDA EYE CONSULTANTS, P.A.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby subscribes to the formation of a professional service corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is **FLORIDA EYE CONSULTANTS, P.A.**

ARTICLE II

This Corporation shall commence upon the filing of these Articles and shall exist perpetually.

ARTICLE III

The purpose of this Corporation is to provide ophthalmological and other eye-related services to the public and this Corporation shall engage in no other business.

ARTICLE IV

This Corporation is authorized to issue Ten Thousand (10,000) shares of $1.00 par value, common stock.

The shares of this Corporation are not to be divided into classes.

This Corporation is not authorized to issue shares in series.

ARTICLE V

No person shall own or have any interest in any shares of this Corporation unless he or she is duly licensed to provide medical services in the State of Florida.

ARTICLE VI

Every Shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

ARTICLE VII

The initial street address of the principal place of business of the Corporation is 725 Beach Street, Satellite Beach, Florida, 32937. The initial address in Florida of the initial registered office of this Corporation is 930 South Harbor City Boulevard, Suite 505, Melbourne, Florida, 32901, and the name of the initial registered agent of this Corporation at that address is Gary B. Frese.

ARTICLE VIII

The initial Board of Directors shall consist of two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the persons who shall serve as Directors until the first annual meeting of the Shareholders, or until successors have been elected and qualified, is as follows:

James N. McManus	725 Beach Street Satellite Beach, Florida 32937
Christopher S. Shumake	725 Beach Street Satellite Beach, Florida 32937

ARTICLE IX

The Shareholders of this Corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of Directors to be elected multiplied by the number of shares to distribute them among as many candidates as he may wish. Notice must be given to the President of this Corporation not less than twenty-four (24) hours prior to the time set for the holding of the Shareholders' meeting for the election of Directors that said Shareholder intends to accumulate his vote at the election.

ARTICLE X

The name and address of the initial incorporator is as follows: Gary B. Frese, 930 South Harbor City Boulevard, Suite 505, Melbourne, FL 32901.

ARTICLE XI

The Shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a Shareholders' meeting with not less than a majority vote of the common stock.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 21st day of August, 1996.

Gary B. Frese

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Gary B. Frese
Registered Agent

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared Gary B. Frese to me known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 21st day of August, 1996.

Leslie K. Weaver
Notary Public

My Commission Expires: 8-9-00

Leslie K. Weaver
MY COMMISSION # CC550544 EXPIRES
August 9, 2000
BONDED THRU TROY FAIN INSURANCE, INC.