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AUTHORIZATION :

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ORDER DATE : October 1, 1997

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ORDER NO. : 549604-005

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CUSTOMER NO: 1299A

CUSTOMER: Harry B. Stackhouse, Esq
CLARK PARTINGTON HART LARRY
BOND STACKHOUSE & STONE
Suite 800
125 West Romana Street
Pensacola, FL 32501

DOMESTIC FILING

NAME: HAMILTON EYE INSTITUTE, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

FILED
97 OCT -1 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 OCT -1 AM 11:34
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TALLAHASSEE, FLORIDA

SN OCT 1 1997

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ARTICLES OF INCORPORATION
OF
HAMILTON EYE INSTITUTE, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, WARREN H. HAMILTON, M.D., a natural person competent to contract, and licensed to render services as a doctor of medicine under the laws of the State of Florida, hereby presents these Articles of Incorporation for the formation of a corporation under the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is HAMILTON EYE INSTITUTE, P.A.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of the corporation is 1363 Windward Lane, Niceville, Florida 32578.

ARTICLE III - NATURE OF BUSINESS

The general 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 professional services that a physician 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 who are duly licensed under the laws of the State of Florida to practice medicine therein.

(b) To invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other types of investment, and to

own real and personal property necessary for the rendering of professional services.

(c) To do everything necessary and proper for the accomplishment or furtherance of any of the purposes or the attaining of any of the objectives enumerated in these Articles of Incorporation, or any amendment thereof, 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 of the purposes or objectives of the corporation.

The foregoing paragraphs shall be construed as enumerating both objectives and purposes of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the corporation otherwise permitted by law.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One (\$1.00) Dollar per share. None of the shares of the corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida. Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1986.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which the corporation shall begin business is \$1,000.00.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is 1363 Windward Lane, Niceville, Florida 32578, and the name of the initial registered agent of this corporation at that address is Warren H. Hamilton, M.D.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation:

Warren H. Hamilton, M.D.
1363 Windward Lane
Niceville, FL 32578

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles:

Warren H. Hamilton, M.D.
1363 Windward Lane
Niceville, FL 32578

ARTICLE IX - COMMENCEMENT OF CORPORATE EXISTENCE

The date for commencement of this corporation's existence shall be the date of filing of these Articles of Incorporation with the Florida Secretary of State.

ARTICLE X - RESTRAINT ON ALIENATION OF SHARES

The stockholders of the corporation shall have the power to include in the bylaws, adopted by a majority of the stockholders of the corporation, or in a separate agreement executed by the parties to be bound by such agreement, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding stock of the corporation. Provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No stockholder of the corporation may sell or transfer his stock therein except to another individual who is eligible to be a stockholder of the corporation. If any stockholder becomes legally disqualified to practice medicine, or is elected to a public office, or accepts employment that places restrictions or limitations upon his continued rendering of professional services, such stockholder's shares of stock shall immediately become subject to purchase by the corporation in accordance with the bylaws or agreement adopted by the stockholders.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 12th day of September, 1997.

Warren H. Hamilton
WARREN H. HAMILTON, M.D.

ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of HAMILTON EYE INSTITUTE, P.A. Further, I am familiar with and accept the duties and obligations of such designation.

Warren H. Hamilton
WARREN H. HAMILTON, M.D.

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