

TRANSMITTAL LETTER

P98000013249

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

SUBJECT: Dr. Ingrid W. Cooke & Associates, p a
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: Ingrid W. Cooke, O.D.
Name (printed or typed)

100002424111--8
-02/06/98--01118--004
*****78.75 *****78.75

5160 Conroy Road #1427
Address

Orlando, FL 32809
City, State & Zip

(407) 648-9701
Daytime Telephone number

Ingrid
AUTHORIZATION BY PHONE TO
CORRECT prin. address
DATE 2/10/98
DOC. EXAM ru

FILED
98 FEB -6 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

ru 2/10/98

**ARTICLES OF INCORPORATION OF
DR. INGRID W. COOKE & ASSOCIATES, P.A.**

The undersigned, all of whom are duly licensed to practice optometry in the State of Florida, desiring to form a professional corporation in accordance with Chapter 607 of the Florida Statutes and the Florida Professional Service corporation Act, adopt the following Articles of Incorporation:

ARTICLE ONE : NAME

The name of the corporation shall be:
Dr. Ingrid W. Cooke and Associates, P.A.

ARTICLE TWO: REGISTERED OFFICE AND AGENT

The initial registered agent is: Dr. Ingrid Whitbourne Cooke
The location of the Corporation's initial registered office is:
5160 Conroy Road #1427 This is also the Principal
Orlando, Fl 32811 office and mailing address

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TALLAHASSEE, FLORIDA

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FILED

ARTICLE THREE: PURPOSE

The purpose for which the Corporation is organized shall be to engage in the practice of optometry within the state of Florida, and to take all actions that are necessary or proper in connection with that practice.

ARTICLE FOUR: DURATION

The term of existence of the Corporation is perpetual.

ARTICLE FIVE: PROFESSIONAL SERVICES

The professional services of the corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice optometry within the State of Florida. Professional services shall be rendered in each case by the officer, employee, or agent designated solely by this Corporation, acting through its duly elected officers.

This provision shall not be applicable to the extent that it is in conflict with the law or the professional rules of optometric practice.

ARTICLE SIX: INCORPORATORS

The name and address of the incorporator is: Dr. Ingrid Whitbourne Cooke
5160 Conroy Road #1427
Orlando, Fl 32811

ARTICLE SEVEN: DIRECTORS

The business of the Corporation shall be managed by the shareholders of the Corporation rather than by a board of directors.

ARTICLE EIGHT: CAPITAL STOCK

The number of shares that the Corporation is authorized to have outstanding is 100, all of which shall be common shares without par value.

ARTICLE NINE: STATED CAPITAL

The amount of capital with which the corporation shall begin business is \$5000.00.

ARTICLE TEN: AMENDMENT OF ARTICLES

The Corporation reserves the right to amend these Articles of incorporation at any time in a manner now or subsequently permitted by statute. Any Change authorized by the holders of shares entitling them to exercise a majority of the voting powers of the Corporation, or any greater number that may then be required by statute, shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of fair cash value of his or her shares or any other rights of a dissenting shareholder.

In witness whereof, we have signed these Articles of Incorporation on

February 2, 1998

Ingrid Whitbourne Cooke, O.D.
Ingrid Whitbourne Cooke, O.D., P.A.
Incorporator

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: Dr. Ingrid W. Cooke and Associates, P.A.

2. The name and address of the registered agent and office is:

Ingrid Whitbourne Cooke, O.D.
(NAME)

5160 Conroy Road #1427
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Orlando, FL 32811
(CITY/STATE/ZIP)

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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.

Ingrid Whitbourne Cooke
(SIGNATURE)

2/3/98
(DATE)