

F 95000005194



1201 HAYS STREET  
TALLAHASSEE, FL 32304  
(904) 203-0100 FAX

800-322-0100

ACCOUNT NO. : 072100000032

REFERENCE : 675087 140764A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 6, 1995

ORDER TIME : 11:21 AM

ORDER NO. : 675087

CUSTOMER NO: 140764A

CUSTOMER: Linda Bittner, Legal Asst  
American Ophthalmic, Inc.  
Suite 600  
250 South Park Avenue  
Winter Park, FL 32789

900001578749  
-09/06/95--01060--016  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

WJ95-17923

FOREIGN FILINGS

NAME: AMERICAN OPHTHALMIC OF  
ALABAMA, INC.

XXX PROFIT  
NON-PROFIT

CORPORATE  
LIMITED PARTNERSHIP

XXX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

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95 SEP -6 PM 1:22  
DIVISION OF CORPORATIONS

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DIVISION OF CORPORATIONS

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0191 FAX

800-342-8086



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DIVISION OF CORPORATIONS  
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ACCOUNT NO. : 072100000032

REFERENCE : 675087 140764A

~9 :

COST LIMIT : \$ 1200.75

ORDER DATE : September 6, 1995

ORDER TIME : xmm'J55

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CUSTOMER NO: 140764A

CUSTOMER: Linda Bittner, Legal Asst  
American Ophthalmic, Inc.  
Suite 600  
250 South Park Avenue  
Winter Park, FL 32789

FOREIGN FILINGS

NAME: AMERICAN OPHTHALMIC OF  
ALABAMA, INC.

XX PROFIT  
NON-PROFIT

CORPORATE  
LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE

CONTACT PERSON: Karen B. Ro~W/MHx

## TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION  
DIVISION OF CORPORATIONS

SUBJECT: American Ophthalmic of Alabama, Inc.

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Kathryn Sweers  
American Ophthalmic, Inc.  
250 South Park Avenue, Suite 600  
Winter Park, Florida 32789

Should you need to call someone concerning this matter, please call:

Kathryn Sweers at 407/647-5000.

COURIER ADDRESS:  
Qualification/Registration Sec.  
409 E. Gaines St.  
Tallahassee, FL 32399

MAILING ADDRESS:  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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DIVISION OF CORPORATIONS  
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 6, 1995

CSC NETWORKS

SUBJECT: AMERICAN OPHTHALMIC OF ALABAMA, INC.  
Ref. Number: W95000017923

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 SEP - 6 PM 4: 50

We have received your document for AMERICAN OPHTHALMIC OF ALABAMA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$2400.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 995A00041234



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

October 24, 1995

**CSC NETWORKS**

**SUBJECT: AMERICAN OPHTHALMIC OF ALABAMA, INC.**  
Ref. Number: W95000017923

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DIVISION OF CORPORATIONS  
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We have received your affidavit concerning the date first transacted business and an electronic account deposit for the \$1200.00 penalty; however, the document has still not been filed and is being returned. Please forgive us for failing to mention these needed corrections in our previous letter.

The signature on line 13 and the person listed on line 14 are not the same. Please amend accordingly.

Also, the registered agent listed should probably be the CORPORATION SERVICE COMPANY.

The registered agent designated must be an active Florida corporation or a foreign corporation authorized to transact business in Florida. Please correct the document.

Please return 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 (904) 487-6095.

Jennifer Sindt  
Document Examiner

Letter Number: 195A00047699

**AFFIDAVIT**

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STATE OF FLORIDA )

ss.:

COUNTY OF ORANGE )

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgements, personally appeared MICHAEL E. GRUBBE, who, after being first duly sworn, deposes and says:

1. I am over the age of eighteen and have personal knowledge of the facts set forth herein.

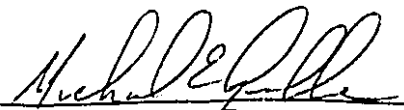
2. Since May 1994, I have been the Vice President of Management Information Services and South East Operations for American Ophthalmic, Inc. 250 South Park Avenue, Suite 600, Winter Park, 32789.

3. In my position as Vice President Management Information Services and South East Operations, I am responsible for the management and operations of all facilities located in Florida and Alabama, including American Ophthalmic of Alabama, Inc.

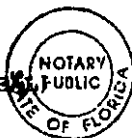
4. American Ophthalmic of Alabama, Inc. did not conduct business in Florida, until May 26, 1994.

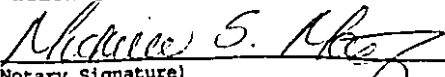
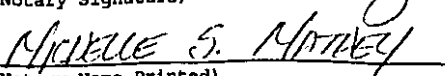
5. On May 26, 1994 American Ophthalmic of Alabama, Inc. for the first time rented space for two half-days each month in a facility located within the state of Florida. At no earlier time did American Ophthalmic of Alabama, Inc. conduct business in Florida.

FURTHER AFFIANT SAITH NOT.

  
MICHAEL E. GRUBBE

The foregoing instrument was acknowledged before me this \_\_\_\_ day of September, 1995, by MICHAEL E. GRUBBE, who is personally known to me or has produced \_\_\_\_\_ as identification and did (did not) take an oath.

(NOTARY SEAL)  MICHELLE SUE MATHEY  
My Comm Exp. 7/09/96  
Bonded By Service Ins  
No. CC213844  
☒ Personally Known ☐ Other I.D.

  
Notary Signature)  
  
Notary Name Printed)  
NOTARY PUBLIC  
Commission No. CC213844

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
TO  
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN  
THE STATE OF FLORIDA:

1. American Ophthalmic of Alabama, Inc.  
Name of Corporation
2. Alabama  
State of Incorporation
3. 59-3193414  
FEI Number
4. June 28, 1993  
Date of Incorporation
5. Perpetual  
Duration
6. June 28, 1993  
Date Transacting Business in Florida
7. American Ophthalmic of Alabama, Inc.  
250 South Park Avenue, Suite 600  
Winter Park, FL 32789  
Current Mailing Address
8. To transact any lawful business  
Purpose
9. CORPORATION SERVICE COMPANY  
1201 Hay Street  
Tallahassee, FL 32301  
Florida Registered Agent
10. Karen B. Rozar  
(Registered Agent's signature) Karen B. Rozar, as agent

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to  
delivery of this application to the Department of State, by the Secretary of State or other official  
having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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DIVISION OF CORPORATIONS  
95 SEP - 6 PM 4:50

12. Names and addresses of officers and/or directors:

**A. DIRECTORS**

Mitchell B. Billing  
250 South Park Avenue, Suite 600  
Winter Park, Florida 32789

Thomas R. Whatley, Jr.  
250 South Park Avenue, Suite 600  
Winter Park, Florida 32789

**B. OFFICERS**

President - Michael E. Grubbe  
250 South Park Avenue, Suite 600  
Winter Park, Florida 32789

Vice President - Mitchell G. Billing  
250 South Park Avenue, Suite 600  
Winter Park, Florida 32789

Vice President - J. Bailey Magruder  
250 South Park Avenue, Suite 600  
Winter Park, Florida 32789

Vice President/Secretary - Thomas R. Whatley, Jr.  
250 South Park Avenue, Suite 600  
Winter Park, Florida 32789

Vice President/Treasurer - Connie G. Fraley  
250 South Park Avenue, Suite 600  
Winter Park, Florida 32789 Thomas R. Whatley, Jr.

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13.

*Connie G. Fraley*

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Vice President - Connie G. Fraley

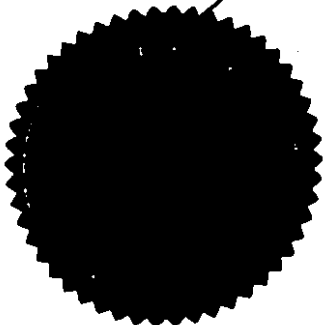
(Typed or Printed Name and Capacity of Person Signing Application)



# STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that the domestic corporation records on file in this office disclose that American Ophthalmic of Alabama, Inc. incorporated in Montgomery County, Montgomery, Alabama on June 28, 1993. I further certify that the records do not disclose that said American Ophthalmic of Alabama, Inc. has been dissolved.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

August 29, 1995

Date

*Jim Bennett*

Jim Bennett

Secretary of State

★  
**CAPITOL CORPORATE SERVICES, INC.**

**F95000005194**

December 26, 1996

**FLORIDA SECRETARY OF STATE  
P. O. Box 6327  
Tallahassee, FL 32314**

Attn: Corporate Filing Dept.

Re: **AMERICAN OPHTHALMIC OF ALABAMA, INC.**

500002044015--7  
-01/03/97--01026--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Filing Clerk:

Enclosed please find a Statement of Change of Registered Office/Agent, for the above referenced name, which is to be filed in your office. I have enclosed check # 0989 in the amount of \$ 35.00 for the filing fee. After filing please return to me the file-stamped copy in the enclosed self-addressed envelope. If you have any questions please contact me at 800-472-0544.

Thank you,

*Delanie Lundgren*

Delanie Lundgren

enclosures

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Alabama submits the following statement in order to change its registered office or registered agent, or both, in the State Florida.

1a. The name of the corporation is: AMERICAN OPHTHALMIC OF ALABAMA, INC.

1b. Date of incorporation: 09/06/95 Document number P95000005194

2. The name and address of the current registered agent and office:  
Corporation Service Company

1201 Nays Street, Tallahassee, FL 32301-2525

3. The name and address of the new registered agent and office:  
(P.O. Box Not Acceptable)

NRAI Services, Inc.

526 East Park Avenue, Tallahassee, Florida 32301

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

*Richard J. D'Amico*  
SIGNATURE

December 17, 1996

DATE

Richard J. D'Amico, Vice President  
Typed or printed name and title

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

NRAI Services, Inc.

SIGNATURE By: *Delanie Lundgren* asst.  
(Registered Agent) *sec.*

DATE 12-26-96