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February 2, 1996

FEDERAL EXPRESS

Florida Secretary of State  
Corporation Division  
409 E. Gaines Street  
Tallahassee, FL 32399

400001707194  
-02/06/96--01030--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Foreign Qualification of Apollo Eye Care Management Corp.

Dear Sir or Madam:

Enclosed please find an Application by Foreign Corporation for Authorization to Transact Business in Florida along with a Delaware Certificate of Good Standing. Please file this application immediately upon receipt, returning a time stamped copy of same to my attention in the enclosed self-address, stamped envelope.

Also enclosed is a check in the amount of \$70.00 to cover the filing fee and costs.

Should you have any questions, please feel free to contact my office.

Very truly yours,

*Maria L. Hinkel*

Maria L. Hinkel  
Paralegal

MLH/kn  
Enclosures

cc: Melvin S. Shotten, Esq. (w/attach.)  
Scott E. Wiegand, Esq. (w/attach.)

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SECRETARY OF STATE  
CORPORATION DIVISION  
96 FEB -5 PM 10:36

*mtm*

**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. Apollo Eye Care Management Corp.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. Applied for  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 3/28/95 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A  
(Date first transacted business in Florida. (See sections 607.1201, 607.1202, and 617.125, F.S.)

7. 2424 North Federal Hwy., Suite 362  
Boca Raton, FL 33431  
(Current mailing address)

8. All lawful purposes  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent:**

Name: Vincent C. Manopoli

Office Address: 2434 North Federal Hwy., Suite 362

Boca Raton, Florida, 33431  
(Zip Code)

10. **Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 obligations of my position as registered agent.*

Vincent C. Manopoli  
(Registered agent's signature)  
Vincent C. Manopoli

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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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: See Attached Exhibit "A"

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: See Attached Exhibit "A"

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

*Vincent C. Manopoli*

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

14.

Vincent C. Manopoli, President

(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS

EXHIBIT "A"

12. A. DIRECTORS

1. Peter Molinaro, Jr.  
2424 North Federal Hwy., Suite 362  
Boca Raton, FL 33431
2. Vincent C. Manopoli  
2424 North Federal Hwy., Suite 362  
Boca Raton, FL 33431
3. Ronald E. McCarley  
2424 North Federal Hwy., Suite 362  
Boca Raton, FL 33431

B. OFFICERS

1. Vincent C. Manopoli, President and Treasurer  
2424 North Federal Hwy., Suite 362  
Boca Raton, FL 33431
2. Peter Molinaro, Jr., Secretary  
2424 North Federal Hwy., Suite 362  
Boca Raton, FL 33431

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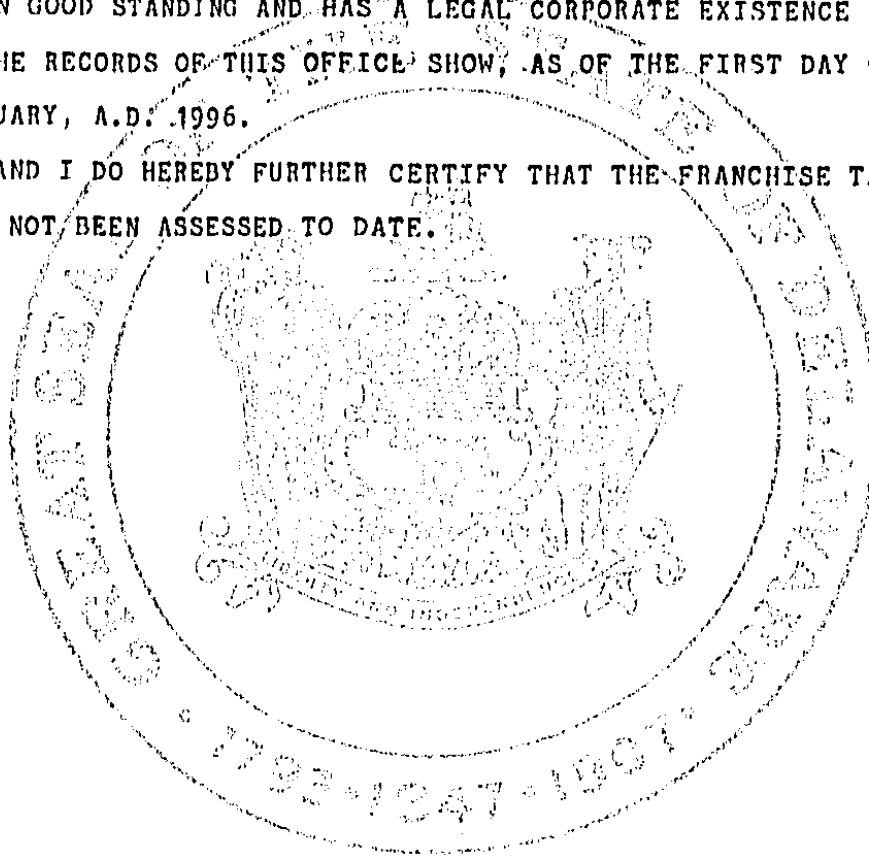
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BOKA RATON, FL 33431

State of Delaware  
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "APOLLO EYE CARE MANAGEMENT CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF FEBRUARY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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SECRETARY OF STATE  
DELAWARE



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7812096

DATE: 02-01-96