

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
(904) 222-9171  
(904) 222-0393 FAX

800-342-8086



**networks**

PRINTED MAIL  
FEDERAL FINANCIAL SERVICES

**L960000000160**

ACCOUNT NO. : 072100000032

REFERENCE : 834943 10156A

AUTHORIZATION :

COST LIMIT : \$ FPD

800001709469  
-02/07/96--01054--013  
\*\*\*\*337.50 \*\*\*\*337.50

ORDER DATE : February 6, 1996

ORDER TIME : 2:38 PM

ORDER NO. : 834943

CUSTOMER NO: 10156A

CUSTOMER: Kevin Jursinski, Esq  
KEVIN JURSKINSKI, ESQ

2222 Second Street

Ft. Myers, FL 33901

**FILED**  
96 FEB -6 PM 4:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Tracy*  
**(941) 337-1147**

DOMESTIC FILING

NAME: EYESITE OF AMERICA, L.C.

**285.00 F.F.**  
**52.50 C.C.**  
**337.50**

**RECEIVED**  
96 FEB -6 PM 4:11  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: MJP

EXAMINER'S INITIALS:

*Dmc 2/6/96*

**ARTICLES OF ORGANIZATION  
OF  
EYESITE OF AMERICA, L.C.**

**FILED**  
96 FEB -6 PM 4:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of professional service limited liability company for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I**

**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be EYESITE OF AMERICA, L.C., and its principal office shall be located at 2100 Estero Blvd., Fort Myers, Florida 33931, County of Lee, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II**

**DATE OF EXISTENCE**

The date of the commencement of corporate existence of the limited liability company shall be the date these Articles are filed with the Secretary of State.

## **ARTICLE III**

### **PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. The purpose of this limited liability company is to practice the profession and perform the services of ophthalmology and optometry. The sole and exclusive professional service to be rendered by the company is ophthalmology and optometry.

2. To carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business, with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and

perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

#### **ARTICLE IV**

##### **EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

#### **ARTICLE V**

##### **MANAGEMENT**

Management of this limited liability company is reserved to its members, whose members must be either a professional service corporation duly authorized to engage in the practice of opthamology and optometry, or individuals licensed or legally authorized to render opthamology and optometry services. The initial two members of this limited liability company are Vikas Jain, M.D. and Anamika Jain, M.D.

#### **ARTICLE VI**

##### **MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

## **ARTICLE VII**

### **CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$1,000.00 cash shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

## **ARTICLE VIII**

### **PROFITS AND LOSSES**

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the commencement date being January 26, 1996.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in relation to their percentage ownership interest in the company.

## ARTICLE IX

### DURATION

This limited liability company shall exist until January 26, 2026, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

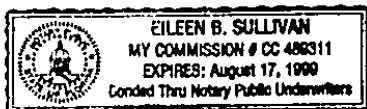
## ARTICLE X

### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 2222 Second Street, City of Fort Myers, State of Florida, and the name of the company's initial registered agent at that address is Kevin F. Jursinski.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of EYESITE OF AMERICA, L.C.

Executed by the undersigned at Fort Myers FL on the 5 day of Feb, 1996.



Vikas K. Jain, M.D.

Anamika Jain, M.D.

FILED

FEB -6 PM 4:29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE**

**FOR THE SERVICE OF PROCESS WITHIN FLORIDA,**

**NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First - that Eyesite of America, L.C., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Fort Myers, State of Florida, has named Kevin F. Jursinski of Fort Myers, Florida, as its agent to accept service of process within Florida.

EYESITE OF AMERICA, L.C.

  
Vikas K. Jain, M.D.

Dated: 2/5/96

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Feb 2, 1996  
Date

  
Kevin F. Jursinski



FILED

AFFIDAVIT  
Pursuant to Florida Statute 608.407(2)

96 FEB -6 PM 4:29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF LEE

BEFORE ME, the undersigned Notary Public, personally appeared ANAMIKA JAIN, M.D., who being first duly sworn as required by law, depose(s) and say(s):

1. I have personal knowledge of all matters set forth in this Affidavit.

2. I am one of the two members of the limited liability company being formed pursuant to Articles of Organization.

3. Capital contributions for this limited liability company are in the amount of \$1,000. The value of the company is comprised of medical equipment.

4. Additional contributions will be made in equal shares by members of the limited liability company is \$100,000.00. The total amount of capital contribution is \$101,000.00.

ANAMIKA JAIN

The foregoing instrument was acknowledged before me this 5th day of Feb, 1996 by Anamika Jain, M.D., who is personally known to me or who has produced Driver License as 1762 identification and who did (did not) take an oath. 5501-000-67  
562-0

Eileen B. Sullivan  
NOTARY PUBLIC

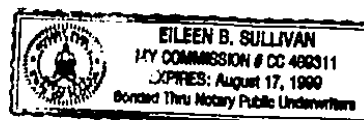
(Notary Public Typed/Printed Name)

My Commission Expires:

(SEAL)

My Commission Number:

Client: Jain/Affidavit.LC



FILED

AFFIDAVIT  
[Pursuant to Florida Statute 609.407(2)] 96 FEB -6 PM 4:29

STATE OF FLORIDA

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

COUNTY OF LEE

BEFORE ME, the undersigned Notary Public, personally appeared  
VIKAS K. JAIN, M.D., who being first duly sworn as required by law,  
depose(s) and say(s):

1. I have personal knowledge of all matters set forth in  
this Affidavit.

2. I am one of the two members of the limited liability  
company being formed pursuant to Articles of Organization.

3. Capital contributions for this limited liability company  
are in the amount of \$1,000. The value of the company is comprised  
of medical equipment.

4. Additional contributions will be made in equal shares by  
members of the limited liability company is \$100,000.00. The total  
amount of capital contribution is \$101,000.00

VIKAS K. JAIN

The foregoing instrument was acknowledged before me this 5<sup>TH</sup>  
day of FEB, 1996 by Vikas K. Jain, M.D., who is  
personally known to me or who has produced Drivers License as  
identification and who did (did not) take an oath. FL-20c 5500-871-61-4-96

Eileen B. Sullivan  
NOTARY PUBLIC

Eileen B Sullivan  
(Notary Public Typed/Printed Name)

My Commission Expires:

(SEAL)

My Commission Number:

Client:Vain\Affidav2.LC

