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M.F. & Associates, INC.
11380 PROSPERITY FARMS RD., #112
PALM BEACH GARDENS, FLORIDA 33410

EFFECTIVE DATE
3-7-00

February 29, 2000

FILED
00 MAR 13 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Dear Sir:

Enclosed please find a check in the amount of \$70.00 to cover the filing fee for the Articles of Incorporation for **OPTICARE HEALTH SERVICES, INC.**

Please send the proper documents to my office at the address listed above.

If there is need for further information, please contact us.

Thank you.

Yours truly,

M. J. Fairclough

Michael J. Fairclough

MF:lcw

Enclosure

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-03/14/00-01022-001
*****70.00 *****70.00

W-17498

Michael Telephone (561) 691-1100 Fax (561) 626-3040
AUTH: _____ BY PHONE TO
CORR: Eff Date
DATE: 3-21-00
DOC. EX: 75

RECEIVED MAR 2 1 2000

ARTICLES OF INCORPORATION

OF

OPTICARE HEALTH SERVICES, INC.

EFFECTIVE DATE
3-7-00

ARTICLE I
NAME

The name of the corporation is **OPTICARE HEALTH SERVICES, INC.**

ARTICLE II
DURATION

This corporation shall have perpetual existence.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transacting any or all-lawful business.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The street address of the initial registered office is **11380 PROSPERITY FARMS ROAD, SUITE 112, PALM BEACH GARDENS, FLORIDA 33410** and the name of the initial registered agent of this corporation at this address is: **MICHAEL J. FAIRCLOUGH**

ARTICLE V
PLACE OF BUSINESS

The address of the principal place of business of this corporation is **2300 PALM BEACH LAKES BOULEVARD, SUITE 312, WEST PALM BEACH, FLORIDA 33409**

ARTICLE VI
DATE

The corporate existence shall begin effective **MARCH 7, 2000**

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TALLAHASSEE, FLORIDA

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PAGE 2

ARTICLE VII
BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the By-Laws. The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
SANDRA SMITH	2300 PALM BEACH LAKES BOULEVARD SUITE 312 WEST PALM BEACH, FLORIDA 33409

ARTICLE VIII
CAPITAL STOCK

This corporation is authorized to issue One Hundred(100) shares of One-Dollar (\$1.00) par value common stock.

ARTICLE IX
INCORPORATORS

The name and address of the person signing these Article of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL J. FAIRCLOUGH	11380 PROSPERITY FARMS ROAD SUITE 112 PALM BEACH GARDENS, FL 33410

ARTICLE X
POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XI
MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone provided by law.

PAGE 3

ARTICLE XII
ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING

The director(s) of this corporation may take action by Written consent.

ARTICLE XIII
INDEMNIFICATION

The corporation shall indemnify any officer of director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Article, or any amendments hereto, any right conferred upon the shareholders is subject to this reservation.

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR 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: **OPTICARE HEALTH SERVICES, INC.** desiring to organize under the laws of the State of Florida, with its principal place of business: **2300 PALM BEACH LAKES BOULEVARD, SUITE 312, WEST PALM BEACH, FLORIDA 33409** has named: **MICHAEL J. FAIRCLOUGH** located at **11380 PROSPERITY FARMS ROAD, SUITE 112, PALM BEACH GARDENS, FLORIDA 33410** as its agent to accept service of process within Florida.

M. J. Fairclough
MICHAEL J. FAIRCLOUGH - Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED 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.

Date: 02/28/00

M. J. Fairclough
Agent- **MICHAEL J. FAIRCLOUGH**

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TALLAHASSEE, FLORIDA