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JONES & FLOWERS

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MICHAEL A. JONES
MICHAEL A. FLOWERS

March 23, 2000

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

300003190079--9
-03/30/00-01072-021
*****70.00 *****70.00

Re: JO ELLEN TOMLINSON, O.D., P.A.

To Whom It May Concern:

EFFECTIVE DATE

03-31-00

Enclosed please find the original Articles of Incorporation, a copy to be certified and a check in the amount of \$70.00 for Filing Fees, cost of Certified Copy and Registered Agent Designation. Please file with the appropriate department for the above referenced corporation and forward the certified copy back to the above address in the enclosed self addressed stamped envelope.

If you are in need of further information feel free to contact me at 912 S. Palm Blvd, Suite C, Niceville, FL 32578, Phone No: (850) 729-7440.

Thank you for your assistance.

Sincerely,



Michael A. Flowers

MAF:pb
Enclosure(s)

cc: Jo Ellen Tomlinson, O.D.

FILED
00 MAR 30 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch APR 4 2000

FILED

ARTICLES OF INCORPORATION

00 MAR 30 AM 10:38

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JO ELLEN TOMLINSON, O.D., P.A.

The undersigned, for the purpose of creating a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation: **EFFECTIVE DATE**
03-31-00

ARTICLE ONE

CORPORATE NAME AND PRINCIPAL OFFICE

The name of the corporation is Jo Ellen Tomlinson, O.D., P.A. and its principal office and mailing address is 207 Oak Lake Cove, Niceville, Florida 32578.

ARTICLE TWO

NATURE OF BUSINESS

The purpose of the corporation is to do any and all lawful business for which corporations may be incorporated under the laws of Florida. The initial purpose of this corporation is Optometry.

ARTICLE THREE

CAPITAL STOCK

The corporation is authorized to issue One Hundred (100) shares of stock with a par value of one dollar (\$1.00) each. Such stock shall be of a single class.

ARTICLE FOUR

TERM OF EXISTENCE

This Corporation shall begin on March 31, 2000, and have perpetual existence commencing upon the filing of these articles.

ARTICLE FIVE

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered office of the corporation is 207 Oak Lake Cove, Niceville, Florida 32578. The registered agent is Jo Ellen Tomlinson, O.D.

ARTICLE SIX

BOARD OF DIRECTORS

This Corporation shall have one director(s) initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

The names and addresses of the initial board of directors of the corporation are as follows:

Jo Ellen Tomlinson, O.D.--
207 Oak Lake Cove
Niceville, Florida 32578

The person(s) named as initial director(s) shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE SEVEN

INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE EIGHT

REMOVAL OF DIRECTOR

Any director may be removed with or without cause by a vote of the holders fifty-one percent (51%) of the shares then entitled to vote at a special meeting of the shareholders called for that purpose.

ARTICLE NINE

SHAREHOLDER QUORUM

The presence, in person or by proxy, of shareholders holding of record fifty-one percent (51%) of the total number of shares of the Corporation, then issued and outstanding and entitled to vote, shall be necessary and sufficient to constitute a quorum for the transaction of any business at any meetings of shareholders of the Corporation.

ARTICLE TEN

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock

entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE ELEVEN

INCORPORATOR

The name and address of the incorporator is :

JO ELLEN TOMLINSON, O.D.
207 Oak Lake Cove
Niceville, Florida 32578

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute these Articles on March 28, 2000.

Jo Ellen Tomlinson O.D.
JO ELLEN TOMLINSON, O.D.,
Incorporator

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF OKALOOSA

Before me, the undersigned officer, personally appeared JO ELLEN TOMLINSON, O.D., for the purpose of lawfully executing these Articles of Incorporation.

Pamela S. Brown
Notary Public

My Commission Expires:



Pamela S. Brown
MY COMMISSION # CC864354 EXPIRES
August 18, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE BY THE REGISTERED AGENT

I, JO ELLEN TOMLINSON, O.D., hereby accept appointment as
registered agent for the corporation, and acknowledge my
acceptance with my signature below on March 18, 2000.

Jo Ellen Tomlinson O.D.
JO ELLEN TOMLINSON, O.D.
Registered Agent