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CHASE, QUINNELL, McIVER, JACKSON & MARKS, P.A.

ATTORNEYS AND COUNSELORS AT LAW

101 East Government Street
Pensacola, FL 32501

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Branch Office
Perdido Key, FL
850-492-4770

James L. Chase

April 6, 2000

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-04/10/00-01134-006
*****70.00 *****70.00

RE: Complete Vision Care, P.A.

Dear Sir:

Enclosed herewith you will find the original and one copy of the Articles of Incorporation for the above-captioned corporation to be filed with your office. Also enclosed is our check in the amount of \$70.00 which includes a \$35.00 filing fee and the \$35.00 fee for the designation of registered agent.

After filing the Articles of Incorporation, please return a letter of acknowledgment and the copy of the Articles of Incorporation with the filing date stamped thereon.

If you have any questions, please do not hesitate to contact me.

Sincerely,

JAMES L. CHASE

JLC/tbc

Enclosure

cc: Dr. George T. Lowe (w/encl.)

FILED
00 APR 10 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUTHENTICATED BY PHONE TO

FORGET EDD PRINCIPAL ADDRESS
to Article I

DATE

DO. FILE

Plt 4/18/00

W-10137
Plt 4/18/00

ARTICLES OF INCORPORATION

OF

COMPLETE VISION CARE, P.A.

FILED

00 APR 10 AM 10: 58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, GEORGE T. LOWE, who is competent and licensed to practice optometry in the State of Florida, acting hereby as incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this Corporation shall be COMPLETE VISION CARE, P.A.
The principal address is 7412 Camale Drive, Pensacola, FL 32504.

ARTICLE II

NATURE OF BUSINESS

The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

(A) To engage in every aspect in the practice of optometry and all its fields of specializations, as are engaged in by licensed optometrists.

(B) To engage and render the professional services involved only through its officers, agents and employees who shall be in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

(C) To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

(D) To engage in no other business other than the rendition of the professional services specified herein.

(E) To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the Laws of the State of Florida.

ARTICLE III

AUTHORIZED SHARES

(A) The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1,000 shares of Common Stock having no par value.

(B) The Consideration to be paid for each share shall be payable in lawful money or property, labor or services.

(C) Shares of the Corporation's stock and certificates shall be issued only to optometrists in good standing and duly licensed or otherwise legally authorized with the State of Florida to render the same professional services as this corporation.

ARTICLE IV

TERM OF EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

101 East Government Street
Pensacola, Florida 32501

The name of the initial registered agent of this Corporation at that address shall be:

James L. Chase

ARTICLE VI

BOARD OF DIRECTORS

The Corporation shall have a Board of Directors consisting of two (2) persons. The number of Directors may be increased from time to time by resolution of the majority of the Stockholders but shall never be less than one.

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

Dr. George T. Lowe
7412 Camale Drive
Pensacola, FL 32504

ARTICLE VIII

INFORMAL ACTION OF SHAREHOLDERS

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the Shareholders entitled

to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the Corporation records.

ARTICLE IX

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share directly or indirectly, in any earnings or profits realized by the corporation on account of professional services.

ARTICLE X

INFORMAL ACTION OF DIRECTORS

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XI

BY-LAWS AMENDMENT

The power to adopt, alter, amend or repeal the by-laws of this Corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Pensacola, Florida, for the uses and purposes

aforesaid, this 6th day of APRIL, 2000.

George T. Lowe
GEORGE T. LOWE, Incorporator

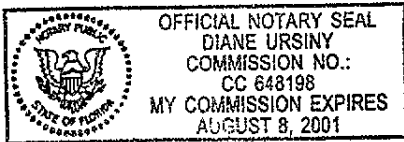
STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was sworn to and subscribed before me on this 6th day of April, 2000, by GEORGE T. LOWE, who personally appeared before me.

Diane Ursiny
NOTARY PUBLIC

Diane Ursiny
(typed or printed name)



My Commission Expires: _____

My Commission No.: _____

[] Personally known; or [☒] Produced identification

Type of identification produced: FLA DR Lic # L 000-318-35-402-0

DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

OF

COMPLETE VISION CARE, P.A.

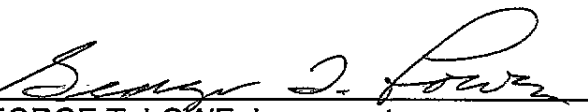
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 48.091 and Chapter 607, Florida Statutes, COMPLETE VISION CARE, P.A., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 101 East Government Street, Pensacola, Florida 32501, has named James L. Chase located thereat as its registered agent to accept service of process within this state.

BY:


GEORGE T. LOWE, Incorporator

Having been named as registered agent to accept service of process for the above-stated Corporation, at the location designated herein, I accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

BY:


JAMES L. CHASE, Resident Agent