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ROLINSKI, TERENCE & SUAREZ, L.L.P.

SYLVIA J. ROLINSKI*
ROBERT T. TERENCE
LOUIS J. SUAREZ JR.*

ATTORNEYS AT LAW
1220 DOUGLAS AVENUE
SUITE 101-B
LONGWOOD, FLORIDA 32779

OFFICES:
Potomac, MD.
Washington, D.C.

ADMITTED :
*MD, DC, Federal Bars
FL, CT, Federal Bars
*MT, Federal Bars, U.S.
Supreme Ct.

TEL (407) 788-1020
FAX (407) 788-3850
Email rtsllp @ MPInet.net

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August 25, 2000

FL. Secretary of State
Div. of Corporations
PO Box 6327
Tallahassee, FL 32314

FILED
00 AUG 30 PM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Charles Garone

Dear Sir or Madaam:

I enclose the appropriate documents and a draft in the amount of seventy eight and 75/100 dollars, (\$78.75) to obtain corporate status in the referenced matter.

Please send the documents back to this address when completed.

Thank you for your prompt attention to this matter.

Sincerely yours,

Robert T. Terenzio

RTT/hs.
enclosure

9-5
100

**ARTICLES OF INCORPORATION
OF
CHARLES F. GARONE, O.D., P.A.**

FILED
00 AUG 30 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be CHARLES F. GARONE, O.D., P.A.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 3948 Town Center Blvd, Orlando, FL 32837.

ARTICLE III - DURATION

This corporation shall exist perpetually.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE V - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock with the par value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Robert T. Terenzio, 1220 Douglas Avenue, Suite 101B, Altamonte Springs, FL 32779.

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Charles F. Garone, O.D., 3948 Town Center Blvd. Orlando, FL 32837.

ARTICLE VIII - DIRECTORS

This corporation shall have 1 director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of the corporation is Charles F. Garone, 3948 Town Center Blvd. Orlando, FL 32837.

IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.


ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23rd day of August, 2000.


CHARLES F. GARONE FID.



 Diana L. Maier
My Commission CC812161
Expires February 24, 2003

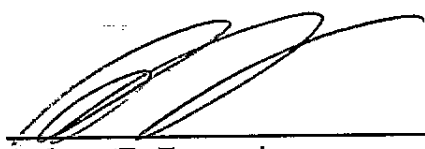
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:
Charles F. Garone, O.D., P.A.
2. The name and address of the registered agent and office is:

Robert T. Terenzio
1220 Douglas Avenue, Suite 101B
Altamonte Springs, Fl 32714

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Robert T. Terenzio
July 28th, 2000

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FILED
00 AUG 30 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA