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Division of Corporations  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**DR. PAUL CONE/EYE CARE, P.A.**

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

October 2, 2000

EMPIRE

SUBJECT: DR. PAUL CONE/EYE CARE, P.A.  
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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ARTICLES OF INCORPORATION  
OF  
DR. PAUL CONE/EYE CARE, P.A.

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The undersigned incorporators, each of whom is licensed or otherwise legally authorized to practice the profession of optometry and perform the services incidental thereto in the State of Florida, associate himself with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and adopt the following articles of incorporation for the corporation:

ARTICLE I  
NAME

The name of the professional association is Dr. Paul Cone/Eye Care, P.A.

ARTICLE II  
PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The address of the corporation's principal office is 961 Cesery Boulevard, Jacksonville Duval County, Florida. The name of the initial registered agent of the corporation, is Paul J. Cone, 961 Cesery Boulevard, Jacksonville, Duval County, Florida.

ARTICLE III  
DURATION

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as provided in these articles.

ARTICLE IV  
PURPOSE

The purpose of the corporation is to practice the profession of optometry and perform the service of optometry. The sole and exclusive professional services to be rendered by the corporation is optometry.

ARTICLE V  
CAPITAL STOCK

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 200 shares. These shares shall be of a single class of common stock, and shall have a value of \$1.00 per share.

ARTICLE VI  
CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of and perform the services of optometry is not less than \$500.00

ARTICLE VII  
CORPORATE POWERS

The corporation shall have all rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida, including, but not limited to, the following: Investing its funds in real estate, mortgages, stocks, bonds or other type of investments, owning real or personal property

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necessary for the rendering of professional services.

#### ARTICLE VIII INCORPORATORS

The name and street address of each person signing these articles of incorporation as an incorporator is:

Paul J. Cone

961 Cesery Boulevard  
Jacksonville, Florida

#### ARTICLE IX DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is one, and the name and address of the initial director is:

Paul J. Cone

961 Cesery Boulevard  
Jacksonville, Florida

The initial director shall hold office until his successor is elected and qualified as provided in the bylaws. Then the term of office of each director shall be 1 year and until the election and qualification of a successor. The number of directors set forth in these articles of incorporation and constituting the initial board of directors shall be authorized number of directors until that number is changed by a bylaw duly adopted by the shareholders.

#### ARTICLE X BYLAWS

The initial director shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than 30 days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by a majority of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

#### ARTICLE XI DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least 2/3 of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

The undersigned incorporator of this corporation, has executed these articles of incorporation at 24 North Market Street, Suite 303, Jacksonville, Florida 32202.

#### ARTICLE XII

This corporation is organized for the following purposes:

- a. To engage in the practice of optometry as a professional corporation and to own and operate clinic for the purposes of providing optometry treatment.

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b. To promote optometry and scientific research and knowledge; and furnish related clinical services; and to own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of the professional optometry services.

c. To do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes which is not forbidden by Florida laws or by the provisions of these articles of incorporation.

The purposes of this corporation shall be carried out only through officers, employees, and agents, each of whom is licensed or otherwise legally qualified to render professional optometry services in the State of Florida.


IN WITNESS WHEREOF, I, the undersigned, being one of the original subscribers to the capital stock hereinbefore named, have hereunto set my hand and seal, this 2 day of October, 2000 for the purpose of forming this corporation to do business within and without the State of Florida, so make and file in the Office of the Secretary of State, of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

  
Paul T. Cone

STATE OF FLORIDA  
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared Paul T. Cone, to me well known or having presented \_\_\_\_\_ as identification to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and seal in the county and state named above, this 2 day of October, 2000.

  
Signature of Notary Public

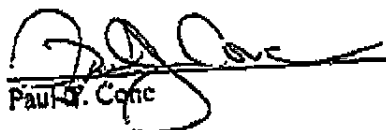
Michael L. Edwards  
Print Name

MICHAEL L. EDWARDS  
Notary Public, State of Florida  
My Comm. expires May 31, 2002  
Comm. No. CC 746638

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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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.

  
 Paul R. Cone

**REGISTERED AGENT**

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