

P00000105618



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 894450 7158500

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pujols

ORDER DATE : November 10, 2000

ORDER TIME : 10:45 AM

ORDER NO. : 894450-005

CUSTOMER NO: 7158500

CUSTOMER: Suzanne N. Whibbs, Esq
Whibbs & Whibbs, P.a.
Attorneys At Law
421 North Palafox Street

Pensacola, FL 32501

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV 13 PM 12:03

DOMESTIC FILING

NAME: MICHAEL G. KYNN, O.D., P.A. 700003460557--9

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115
EXAMINER'S INITIALS:

RECEIVED
00 NOV 13 AM 8:59
[Signature]

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
MICHAEL G. KYNN, O.D., P.A.

The undersigned subscriber to these articles of incorporation, being duly licensed to practice optometry under the laws of the State of Florida, adopt these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I
NAME

The name of the professional service corporation is **MICHAEL G. KYNN, O.D., P.A.**

ARTICLE II
PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 3930 Durango Drive, Pensacola, Florida 32504.

ARTICLE III
PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of optometry. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional service.

ARTICLE IV
TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V
CAPITAL STOCK

The capital stock of the professional service corporation shall be 500 shares of common stock having a par value of \$1.00 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice optometry in the state of Florida.

**ARTICLE VI
REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this professional service corporation is 421 N. Palafox Street, Pensacola, Florida 32501. The name of the initial registered agent at that address is Vincent J. Whibbs, Jr.

**ARTICLE VII
BOARD OF DIRECTORS**

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one (1) member(s). The name(s) and address(es) of the member(s) of the first board of directors are:

Name	Address
Michael G. Kynn	3920 Durango Drive Pensacola, Florida 32504

**ARTICLE VIII
SUBSCRIBER(S)**

The name(s) and address(es) of the person(s) signing these articles of incorporation as subscriber(s) are:

Name	Address
Michael G. Kynn	3930 Durango Drive Pensacola, Florida 32504

**ARTICLE IX
RESTRAINT ON ALIENATION OF SHARES**

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a

shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice optometry in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X AMENDMENT

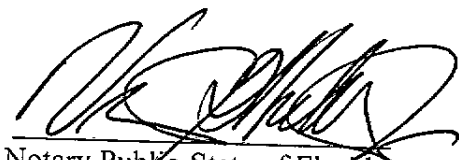
The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

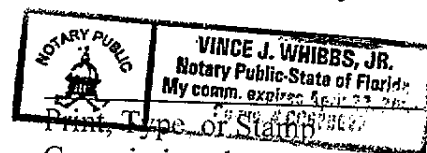
IN WITNESS WHEREOF, the undersigned subscriber(s) executed these articles of incorporation on this 9th day of November, 2000.


Michael G. Kynn

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing articles of incorporation were acknowledged before me on this 9th day of November, 2000 by Michael G. Kynn.


Notary Public-State of Florida



Commissioned
Name of Notary Public

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 NOV 13 PM 12:03

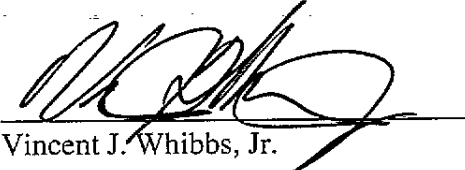
Pursuant to the provision of Section 607.0501 or 617.0501, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/office, in the State of Florida.

1. The name of the Corporation is: Michael G. Kynn, O.D., P.A.
2. The name and address of the registered agent and office is:

Vincent J. Whibbs, Jr.
421 N. Palafox Street
Pensacola, Florida 32501

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.

Dated this 9th day of November, 2000.



Vincent J. Whibbs, Jr.