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LAW OFFICES OF
GALE M. BOBENHAUSEN, P.A.

P.O. Box 666
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November 28, 2000

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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*****87.50 *****87.50

Re: Valerie R. Montemayor, O.D., P.A.

Dear Sir or Ms.:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced entity. My check in the amount of \$87.50 is also enclosed. Please file the Articles, and return a certified copy and Certificate of Status to my office at your earliest convenience. In addition, please return a Form 2553 with the package.

Thank you in advance for your time and attention to this matter.

Very truly yours,



GALE M. BOBENHAUSEN
GMB/et
Encls.
cc: Valerie R. Montemayor
36/c/state.let

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
FOR PROFESSIONAL CORPORATION

The undersigned natural person, 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 Chapter 607, Florida Business Corporation Act, and Chapter 621, Florida Professional Service Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME OF CORPORATION, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of this corporation shall be:

VALERIE R. MONTEMAYOR, O.D., P.A.

The principal office shall be:

12501 Sunshine Lane
Treasure Island, FL 33706

The mailing address shall be:

12501 Sunshine Lane
Treasure Island, FL 33706

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II
PURPOSES

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

A. To engage in the practice of optometry and its fields of specializations, as are engaged in by doctors of optometry licensed to practice in the State of Florida.

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

C. To invest its funds in any 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 anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III CAPITAL STOCK

A. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 100 shares of common stock at \$1.00 per share 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 doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE IV DURATION

The corporation shall have perpetual existence.

ARTICLE V REGISTERED AGENT

The address of this corporation's initial registered office is:

30 Bishop Creek Drive
Safety Harbor, FL 34695

and the name of its initial registered agent at said address is:

Gale M. Bobenhausen, Esquire

ARTICLE VI
INCORPORATOR

The name and address of the Incorporator is as follows:

Valerie Montemayor, O.D.
12501 Sunshine Lane
Treasure Island, FL 33706

ARTICLE VII
BOARD OF DIRECTORS

The corporation shall have an initial board of directors consisting of one person. The number of directors may be increased or decreased from time to time by a resolution of the majority of the stockholders but shall never be less than one. The name and address of the initial directors of this corporation are:

Valerie Montemayor, O.D.
12501 Sunshine Lane
Treasure Island, FL 33706

ARTICLE VIII
INFORMAL SHAREHOLDER ACTION

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 the shareholders entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records.

ARTICLE IX
INFORMAL DIRECTOR ACTION

If all of 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 X
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI
BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws 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.

ARTICLE XII
PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

ARTICLE XIII
DEATH OF A SHAREHOLDER

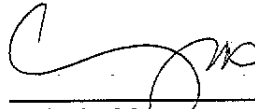
Upon the death of a shareholder, the deceased shareholder stock shall be subject to purchase by the corporation or by the other shareholders at such price and upon such terms and conditions and in such manner as may be provided for by the bylaws of this corporation, or by written agreement between the corporation and its shareholders or by written agreement among the shareholders, in a manner consistent with law and these articles.

ARTICLE IV
SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, shareholder, 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 upon his or her continued rendering of such professional services, he or she 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. The corporation shall forthwith, upon such disqualification of any shareholder, purchase the shareholder's shares and pay him or her all amounts owing and lawfully due to him or her by the corporation, except that such share shall not be entitled to dividends.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 20th day of November, 2000.

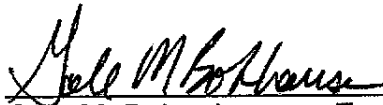
INCORPORATOR



Valerie Montemayor, O.D.

Having been named as registered agent and to accept process for the above-stated corporation at the place designated above, 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 relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505, Florida Statutes (1994).

REGISTERED AGENT



Gale M. Bobenhausen, Esquire
30 Bishop Creek Drive
Safety Harbor, FL 34695
Telephone: (727) 797-6693
Fax: (727) 797-6693
E-mail: GMBPALaw@aol.com
Florida Bar No. 0434345

36/c/montemayor.arts

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