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REEGLER & TORNESE, P.A.

ATTORNEYS AT LAW

1521 SOUTH TAMiami TRAIL

SUITE 304

SOUTH BRIDGE PARK

VENICE, FLORIDA 34292

PHONE (941) 497-6255

FACSIMILE (941) 497-7806

E-MAIL: reegtorn@gte.net

SARI LYNN REEGLER  
CERTIFIED FAMILY MEDIATOR

LAWRENCE C. TORNESE

February 13, 2001

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-02/20/01--01065--020  
\*\*\*\*122.50 \*\*\*\*\*78.75

Corporate Division  
Secretary of State  
409 East Gaynes Street  
Tallahassee, Florida 32399

Dear Sir or Madam:

Please find enclosed herewith the original and two copies of the Articles of Incorporation for JACQUELINE Z. FAY, O.D., P.A. Also enclosed is a check in the amount of \$122.50 for the filing fees for said Articles.

Very truly yours,

REEGLER & TORNESE, P.A.

By: Joy B Lear  
JOY BURROUGHS LEAR, CLAS  
Paralegal - Certified Litigation Specialist

FILED  
01 FEB 20 AM 11:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JS/21

**ARTICLES OF INCORPORATION  
OF  
JACQUELINE Z. FAY, O.D., P.A.**

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract and is legally authorized and licensed to practice as an optometrist in the State of Florida, hereby proceeds to form a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I - NAME**

The name of this corporation is JACQUELINE Z. FAY, O.D., P.A.

**ARTICLE II - DURATION**

This Corporation shall commence its existence immediately upon the filing of the Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved in accordance with the laws of the State of Florida.

**ARTICLE III - PURPOSE AND NATURE OF BUSINESS**

The purpose of the Corporation and the nature of its business are as follows:

1. To engage in the practice of optometry as a professional service corporation and to provide services incident thereto.
2. To own property, enter into contracts and carry on any activity necessary or incidental to the accomplishment of furtherance of the purpose of this Corporation.
3. The services of this Corporation which consist of the practice of optometry shall be carried out only through officers, employees and agents who are in good standing and licensed in Florida to render such services.
4. To do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

**FILED**  
01 FEB 20 AM 11:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 1,000 shares having a par value of \$1.00 per share. Such shares shall be of a single class of common stock. None of the shares of the Corporation may be issued to anyone other than an individual who is duly licensed to practice optometry in the State of Florida.

#### ARTICLE V - DIRECTORS

The Corporation shall be managed by a Board of Directors of at least one (1) Director. No person shall serve as a Director of the Corporation unless the person is duly licensed to practice optometry in the state of Florida. The Directors shall be elected by the shareholders of the Corporation. The name and street address of each person who is to serve as a member of the initial Board of Directors JACQUELINE Z. FAY, 1531 South Tamiami Trail, Suite 702A, Venice, FL 34292.

#### ARTICLE VI - SUBSCRIBERS

The name and address of the subscribers, who are the incorporators of this corporation, each of whom is duly licensed in the State of Florida to practice optometry, are as follows:

Name: Jacqueline Z. Fay

Address: 1531 South Tamiami Trail, Suite 702A, Venice, Florida 34292

#### ARTICLE VII - RESTRAINT ON ALIENATION

No shareholder may sell or transfer his shares in the Corporation except to another individual who is eligible to be a shareholder of the corporation under Florida law.

#### ARTICLE VIII - DISQUALIFICATION

If any officer, shareholder, agent or employee of the Corporation who has been rendering professional service to the public for the Corporation becomes legally disqualified to render such professional services within Florida or accept employment that places restrictions or limitations upon his/her continued rendering of such professional services, then the Corporation shall require him/her to comply with the Florida Professional Service Corporation Act by severing all employment with the financial interests in the Corporation.

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT


The principal office of this Corporation shall be at 1531 South Tamiami Trail, Suite 702A, Venice, Florida 34292, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial Registered Agent of this Corporation shall be Sari Lynn Reegler, 1521 S. Tamiami Trail, Suite 304, Venice, Florida 34292.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this 15 day of February, 2001.

Jacqueline Z. Fay.  
JACQUELINE Z. FAY

STATE OF FLORIDA            )  
  SS  
COUNTY OF SARASOTA        )

Acknowledged before me on 2-15-01, by JACQUELINE Z. FAY, ( ) who is personally known to me or ( ) produced \_\_\_\_\_ as identification, and who did take an oath.

 Joy Burroughs Lear  
My Commission CC744988  
Expires July 5, 2002



Kelly Emery  
NOTARY PUBLIC-STATE OF FLORIDA

Name: Kelly Emery  
Commission No.: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

**CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE**

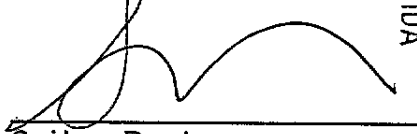
Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered Agent/Registered Office, in the State of Florida.

1. The name of the corporation is JACQUELINE Z. FAY, O.D., P.A.
2. The name and address of the Registered Agent and Office is:

Sari Lynn Reegler  
Reegler & Tomese, P.A.  
1521 S. Tamiami Trail  
Suite 304  
Venice, Florida 34292

**FILED**  
01 FEB 20 AM 11:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AUTHORIZED BY:

  
Sari Lynn Reegler

2/15/01

(Date)

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND 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 607.325 FLORIDA STATUTES.

  
Registered Agent

2/15/01

(Date)