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FLORIDA PROFIT CORPORATION OR P.A.

mark f. mansoir, o.d., p.a.

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ARTICLES OF INCORPORATION
OF
MARK F. MANSOIR, O.D., P.A.

I, the undersigned, hereby for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit, do state:

ARTICLE I

NAME OF CORPORATION

The name of the Corporation shall be MARK F. MANSOIR, O.D., P.A.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business and the proposed objects and purposes to be transacted, promoted and carried on are to do any and all things hereinafter mentioned, as fully and to the same effect and extent as natural persons might or could do, to wit:

- A. To engage in every phase and aspect of the practice of Optometry and to render professional eye care to any and all persons.
- B. To invest its funds in real estate, mortgages, stocks, bonds or other types of investments, and to own real or personal property necessary for the rendering of the aforesaid professional services.

Prepared by:
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Fort Lauderdale, FL 33319
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C. In general, to do all things and perform all acts necessary and proper for the accomplishment of the aforesaid purposes or necessary or incidental to the achievement of the objectives of the corporation, and to have and exercise all powers of any nature whatsoever permitted or conferred by law upon corporations in general, unless specifically prohibited by the Professional Service Corporation and Limited Liability Act of the State of Florida, including and subsequent to amendments thereto.

D. The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

CAPITAL STOCK

The authorized capital stock of this corporation, all of which shall be fully paid and non-assessable, shall consist of One Hundred (100) shares of common stock having a par value of One (\$1.00) Dollar per share, and may be issued by this corporation, as, when and for such considerations as may be fixed from time to time by the Board of Directors.

ARTICLE IV

INITIAL STOCK

The amount of capital stock with which this corporation will begin business shall not be less than One Hundred (100) shares.

ARTICLE V

TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI
PRINCIPAL OFFICE
OF THE CORPORATION

The initial post office address of the principal office of this corporation in the State of Florida shall be 9648 North West 7th Circle, #1925, Plantation, Florida 33324. The Board of Directors may from time to time move the principal office to any other address in the state of Florida.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 9648 North West 7th Circle, #1925, Plantation, Florida 33324 and the name of the initial registered agent of the corporation at that address is MARK F. MANSOIR.

ARTICLE VIII
BOARD OF DIRECTORS

- A. The members of the Board of Directors shall all be of full age and citizens of the United States but need not be stockholders of the corporation.
- B. The corporation shall not have less than one (1) director. The number of directors may be increased or thereafter diminished from time to time by the By-Laws adopted by the stockholders.
- C. The members of the Board of Directors of this corporation shall be chosen at the annual meeting of the stockholders, but shall never be less than one (1).

D. The members of the Board of Directors of this corporation shall be chosen at the annual meeting of the stockholders, to be held at such time and place as provided for hereinafter, by a plurality of the votes cast at such election.

ARTICLE IX

STOCKHOLDERS' MEETING

A. The annual meeting of the stockholders of the corporation shall be held on December 31st of each year.

B. Except for the first annual meeting to be held on May 15, 2001, all annual meetings shall be held at the principal office of the corporation unless the Board of Directors shall notify the stockholders to the contrary thirty (30) days prior to any forthcoming annual meeting.

ARTICLE X

BY-LAWS

This corporation's Board of Directors is specifically authorized from time to time to adopt the By-Laws not inconsistent herewith, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of such shares of stock, providing, however, such provisions dealing with the purchase or redemption by the corporation of such shares of stock may not be invoked at a time or in a manner that would impair the capital of this corporation.

ARTIVLE XI

INITIAL DIRECTORS

The name and street address of the member(s) of the first Board of Directors is as follows: MARK F. MANSOIR, 9648 North West 7th Circle, #1925, Plantation, Florida 33324.

ARTICLE XII

SUBSCRIBERS

The names and addresses of each subscriber to these Articles of Incorporation, the number of shares which each agrees to take, and the aggregate value of said consideration being not less than One Hundred (\$100.00) Dollars, are as follows:

<u>Name and Address</u>	<u>No. of Shares</u>	<u>Consideration</u>
MARK F. MANSOIR 9648 North West 7 th Circle, #1925 Plantation, Florida 33324	100	\$100.00

ARTICLE XIII

INTERESTED OFFICERS AND

DIRECTORS' INDEMNIFICATION

No contract or other transaction between this corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a director or officer, or are directors or officers of such corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of this corporation, or in which this corporation is interested, and no contract, act or transaction of this corporation, with any person or persons, firms or

corporations, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation. Each and every person who may become a director of this corporation is hereby relieved from any liability except for fraud, that might otherwise exist from his contracting with this corporation, in which he may be in any way interested. Any Director of this corporation may vote upon any contract or other transaction between this corporation and any subsidiary or controlled corporation without regard to the fact that he is also a director of such subsidiary or controlled corporation. Any person made a party to any action, suit or proceeding relating to the performance by him of his duties as a director, stockholder, officer, or employee of this corporation, shall, in the absence of fraud, be indemnified by the corporation, whether then in office or not, for the reasonable cost and expenses including attorneys' fees, actually and necessarily incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director, stockholder or employee is liable for willful misconduct in the performance of his duties. Such right of indemnification shall be inclusive of any other rights to which such director, officer, stockholder or employee may be entitled as a matter of law.

ARTICLE XIV

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors and proposed by them to

the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, I have made, subscribed and acknowledged these Articles of Incorporation this _____ day of _____, 2001.


MARK F. MANSOIR, Incorporator

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, in and for said State of Florida at Large, personally appeared MARK F. MANSOIR who is personally known to me _____ or who produced _____ as identification, who signed the foregoing Articles of Incorporation, and severally acknowledged the execution thereof to be his free act and deed for the uses and purposes therein mentioned.

WITNESS my signature and official seal at _____ in the County of _____, and State of Florida, this _____ day of _____, 2001.

Notary Public, State of
Florida at Large

My Commission Expires:

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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.


 MARK F. MANSOIR,
 Registered Agent

STATE OF FLORIDA)
)
 COUNTY OF BROWARD)

BEFORE ME, a Notary Public, in and for said State of Florida at Large, personally appeared MARK F. MANSOIR who is personally known to me _____ or who produced _____ as identification, who signed the foregoing Articles of Incorporation, and severally acknowledged the execution thereof to be her free act and deed for the uses and purposes therein mentioned.

WITNESS my signature and official seal at _____ in the County of _____, and State of Florida, this _____ day of _____, 2001.

 Notary Public, State of
 Florida at Large

My commission expires:

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