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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 SEP 27 AM 9:35

September 26, 2001

Via Federal Express

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

EFFECTIVE DATE
10-1-01

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-09/27/01--01058--020
122.50 *78.75

Re: Articles of Incorporation for DR. DONALD S. DORR & ASSOCIATES, P.A.

Gentlemen:

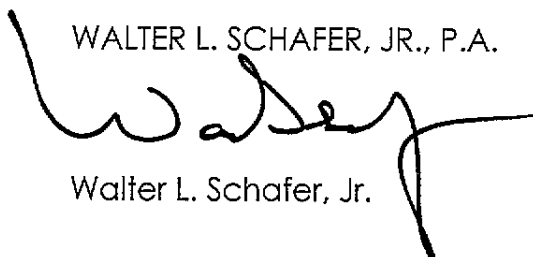
Enclosed are two (2) originals of the Articles of Incorporation for the above-referenced corporation, together with my firm's check #1536, in the amount of \$122.50, representing the following:

Filing fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy	52.50
Total	\$ 122.50

Please return one of the originals confirming the date same was received and filed with your office. Also, please note that we are requesting an effective date of October 1, 2001. If you have any questions, please call.

Very truly yours,

WALTER L. SCHAFER, JR., P.A.



Walter L. Schafer, Jr.

WLS:vrb
Enclosures
cc: Dr. Donald S. Dorr

RECEIVED

OCT 1 2001

ARTICLES OF INCORPORATION

OF

DR. DONALD S. DORR & ASSOCIATES, P.A.

EFFECTIVE DATE
10-1-01

The undersigned natural person of legal age, licensed to practice, by and within the State of Florida, hereby acting as incorporator for the purpose of forming a Professional Service Corporation for profit, by virtue of the provisions of Chapters 621 and 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is DR. DONALD S. DORR & ASSOCIATES, P.A.

ARTICLE II

DURATION

This corporation shall have perpetual existence commencing on October 1, 2001.

ARTICLE III

PURPOSE

This corporation is organized for the following purposes:

1. To engage in every aspect of the practice of optometry and all of its fields of specialization as are engaged in by optometrists in this state.

2. To engage and render the professional service involved only through its officers, agents and employees who are in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the professional service of this corporation.

3. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

4. To own real and personal property necessary for the rendering of professional services hereby authorized.

5. To engage in no other business other than rendering of the professional services herein specified.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue FIVE THOUSAND (5,000) shares of ONE DOLLAR (\$1,00) par value common stock. Shares of the corporation's stock and certificates therefor shall be issued only to in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2430 Estancia Boulevard, Suite 108, Clearwater, Florida 33761, and the name of the initial registered agent of this corporation at that address is Walter L. Schafer, Jr.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

NAME

ADDRESS

DONALD S. DORR

7030 Mango Avenue South
St. Petersburg, FL 33707

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

NAME

ADDRESS

WALTER L. SCHAFFER, JR.

2430 Estancia Boulevard
Suite 108
Clearwater, FL 33761

ARTICLE VIII

AMENDMENT

This corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

In the event the ownership of shares of this corporation shall be in any person, trust, corporation, estate or partnership who is not qualified to own such shares under the provisions of Chapter 621, Florida Statutes, and there has been no voluntary transfer of stock, the Board of Directors and Shareholders shall have the power to amend these Articles of Incorporation to effect a change in the nature and purpose of the business authorized by these Articles of Incorporation, so that this corporation shall have the power to conduct any business authorized by Chapter 607, Florida Statutes. If there is a vacancy on the Board of Directors at or after the occurrence of the event referred to in this subparagraph, that vacancy shall be filled by the remaining Board of Directors until this amendment is complete and effective, or until such ownership of shares no longer exists. No shareholder shall be ineligible to vote on any such amendment merely because he is an ineligible shareholder under Chapter 621, Florida Statutes; but he shall have no other voting rights.

ARTICLE IX

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such professional services within this state or accepts employment that places restrictions or limitations upon his continued rendering of such professional services, then, in any such event, such person's office and/or employment with and/or financial interest in this corporation shall cease forthwith; subject, however, to the provisions of Article VIII dealing with "Amendments." Should any amendment be effected which changes the nature and purpose of this corporation so that the restrictions of Chapter 621, Florida Statutes, do not apply, then the restriction of this Article shall not thereafter apply; provided, however, that until such amendment is effected, such person shall render no professional services, shall hold no office, shall not serve on the Board of Directors of this corporation, and shall have no financial interest in this corporation except to receive payment for any stock owned and any other amounts that are lawfully due and owing by the corporation.

ARTICLE X

RIGHTS OF SHAREHOLDER WHOSE INTEREST TERMINATES UNDER ARTICLE VIII

If any shareholder of this corporation is required to terminate his financial interest in this corporation because of the application of Article IX, or the application of Chapter 621, Florida Statutes, and should these Articles not be amended as provided in Article VIII, the financial interest of such shareholder shall terminate immediately and automatically, except to receive payment for such stock in this corporation as may be owned by him and any other amounts that are lawfully due and owing to him by the corporation; and such shares of stock shall not be entitled to dividends or stock rights of any kind. Such stock shall be forthwith transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as shall be authorized as set forth in the Bylaws or Shareholders' Agreement, if any, and if none, by mutual agreement, or if no such agreement can be reached, by arbitration.

ARTICLE XI

CUMULATIVE VOTING

In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one (1) candidate as many votes as equal the number of directors to be elected multiplied by the number of shares owned, or to distribute that same amount of votes among

as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or Vice President of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to cumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of the corporation.

ARTICLE XII

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. Such right extends to stock issued for cash, services, property, discharge from debt, or any other consideration. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XIII

LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any article or bylaw provision for annual election shall be without prejudice to the contract rights, if any, of any executive officer under such contracts.

ARTICLE XIV

INDEMNIFICATION

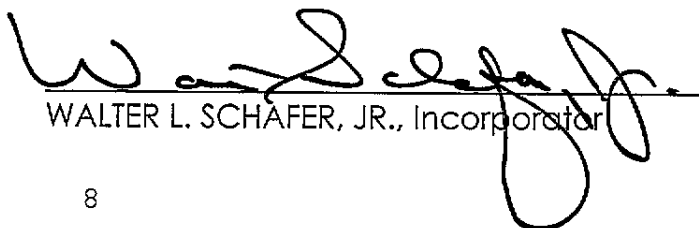
This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XV

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, executes these Articles of Incorporation this 26 day of September, 2001.


WALTER L. SCHAFER, JR., Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 26th day of September, 2001, by WALTER L. SCHAFER, JR., who is personally known to me or who has produced a current Florida driver's license as identification.

Victoria R. Blancato
Notary Public-State of Florida

Victoria R. Blancato
Printed Name of Notary
My Commission Expires:
My Commission Number:



Victoria R. Blancato
MY COMMISSION # CC813729 EXPIRES
March 12, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

NAME OF CORPORATION: DR. DONALD S. DORR & ASSOCIATES, P.A.
REGISTERED OFFICE ADDRESS: 2430 ESTANCIA BOULEVARD, SUITE 108,
CLEARWATER, FLORIDA 33761
REGISTERED AGENT: WALTER L. SCHAFER, JR.

The above corporation at its listed Registered Office address hereby names the above listed individual as its agent to accept service of process within the State of Florida.

DATED the 26 day of September, 2001.


Walter L. Schafer, Jr.
Incorporator

FILED
STATE
SECRETARY OF
TALLAHASSEE, FLORIDA
01 SEP 27 AM 9:35

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Walter L. Schafer, Jr.
Registered Agent