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December 19, 2001

FILED
01 DEC 19 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State's Office
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

RE: Melanie Hill, O.D., P.A.

Dear Sir or Madam:

Enclosed for filing is Articles of Incorporation for Melanie Hill, O.D., P.A. (original and one copy). Also enclosed is our check for \$78.75 for the filing fee and certified copy charge. Please call Chris Vause at 425-5446 when the certified copy is ready to be picked-up.

Thank you for your assistance.

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*****78.75 *****78.75

Sincerely,

Chris

Chris Vause
Secretary to E. Lamar Taylor

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION OF
MELANIE HILL, O.D., P.A.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

**ARTICLE 1.
Name and Principal Office**

The name of this Corporation shall be **MELANIE HILL, O.D., P.A.** The principal place of business and mailing address of this Corporation shall be 2945 Velda Dairy Road, Tallahassee, Florida 32309.

**ARTICLE 2.
Nature of Business**

The general nature of the business and activities to be transacted and carried on by this Corporation are as follows:

A. To engage in every aspect and phase of the practice of optometry and the provision of eye care and related activities within the State of Florida; and to engage in any activities necessary and proper to facilitate and promote the practice of optometry through its officers and employees;

B. To the extent not prohibited by the Florida Professional Service Corporation and Limited Liability Company Act, to invest its funds in real estate, mortgages, stocks, bonds and any other type of investments;

C. To own or lease real or personal property necessary for the rendering of professional services; and

D. To engage in any or all other activities or business permitted under the Florida Professional Service Corporation and Limited Liability Company Act for the rendering of professional optometric services and related activities consistent with the Florida Business Corporation Act.

**ARTICLE 3.
Stock**

The authorized capital stock of this Corporation shall consist of One Thousand (1,000) shares of common stock with a par value of One Cent (\$0.01) per share. The stock of the Corporation shall be issued for such consideration as may be determined by

the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

ARTICLE 4.
Powers

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE 5.
Incorporator

The name and street address of the Incorporator of this Corporation are as follows:

MELANIE HILL, O.D.	2945 Velda Dairy Road Tallahassee, Florida 32309
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ARTICLE 6.
Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE 7.
Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 227 South Calhoun Street, Tallahassee, Florida 32301. The name of the initial Registered Agent of the Corporation at the above address shall be **E. LAMAR TAYLOR**. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

ARTICLE 8.
Number of Directors

This Corporation shall have one or more directors. The number of directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the shareholders.

ARTICLE 9.
Initial Board of Directors

The initial Board of Directors shall consist of one person. The name and street address of the initial member of the initial Board of Directors of this Corporation who shall hold office until the first annual meeting of the Shareholders and thereafter until his successor is elected are as follows:

MELANIE HILL, O.D.	2945 Velda Dairy Road Tallahassee, Florida 32309
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ARTICLE 10.
Officers

The Corporation shall have a president, a secretary, and a treasurer and may have additional and assistant officers, including, without limitation thereto, one or more vice-presidents, assistant secretaries, and assistant treasurers. A person may hold more than one office. The name and address of the initial officers are as follows:

President, Secretary, and Treasurer	MELANIE HILL, O.D. 2945 Velda Dairy Road Tallahassee, Florida 32309
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ARTICLE 11.
Transactions In Which Directors or Officers Are Interested

A. No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers or have a financial interest shall be void or voidable solely because of such relationship or interest or solely because such Director or Directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

2. The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

3. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders.

B. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE 12.

Financial Information

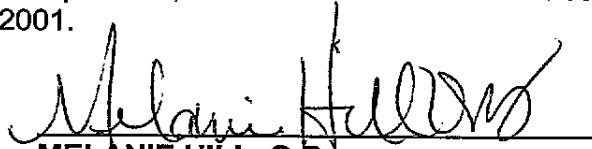
The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its Shareholders, nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the Shareholders each year hereafter unless a resolution to the contrary has been adopted by the Shareholders.

ARTICLE 13.

Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon Shareholders hereunder are granted subject to this reservation.

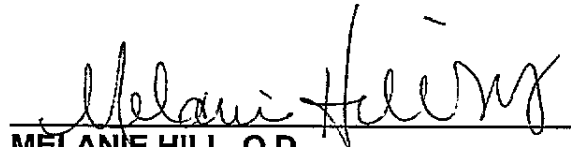
IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has executed these Articles of Incorporation this 18th day of December, 2001.


MELANIE HILL, O.D.

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

MELANIE HILL, O.D., P.A., desiring to organize as a corporation under the laws of the State of Florida, has designated 227 South Calhoun Street, Tallahassee, Florida 32301, as its initial Registered Office and has named **E. LAMAR TAYLOR** located at said address as its initial Registered Agent.



MELANIE HILL, O.D.

President

Date: December 18, 2001

Having been named registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.


E. LAMAR TAYLOR
Registered Agent

Date: December 18, 2001

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