

**PO2000025362**

LAW OFFICES

**RICHARD J. POTASH, P.A.**

EXECUTIVE PAVILION  
300 NORTHWEST 82ND AVENUE, SUITE 415  
PLANTATION, FLORIDA 33324

Broward (954) 423-1710

Dade (305) 651-0075

Fax (954) 423-1107

February 28, 2002

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

500005042115--0  
-03/04/02--01125--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir or Ms.:

Enclosed is the original and one copy of the Articles of Incorporation of **Robert H. Sherrin OD PA** along with the original and one copy of the form designating registered agent. Also enclosed is Richard J. Potash, P.A. check (filing fee and Certificate of Good Standing) and a self-addressed postage prepaid envelope.

Thank you for your cooperation.

Very truly yours,

*Richard J. Potash*

RICHARD J. POTASH

RJP:arg  
Enclosure

FILED  
02 MAR - 4 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

D. WHITE MAR - 7 2002

**ARTICLES OF INCORPORATION  
FOR PROFESSIONAL CORPORATION**

FILED  
02 MAR -4 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice optometric medicine in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation and United Liability Company Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation.

**I  
NAME OF CORPORATION**

The name of this corporation shall be

Robert H. Sherrin O.D., P.A.

**II  
PURPOSES**

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

a. To engage in every aspect of the practice of optometric medicine, and all its fields of specializations, as are engaged in by optometric physicians.

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

c. To invest its funds in real estate, mortgages, stocks, bonds and any other

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 to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

### **III** **CAPITAL STOCK**

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 Five (\$5.00) Dollars per share par value.

### **IV** **DURATION**

The corporation shall commence its existence upon the filing of these Articles with the Department of State and shall have perpetual existence.

### **V** **REGISTERED AGENT**

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

1776 North Pine Island Road, Ste. 124  
Plantation, FL 33322

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

Robert H. Sherrin O.D.

---

**VI  
INCORPORATOR**

The name and address of the Incorporator is as follows:

Robert H. Sherrin O.D.  
1776 North Pine Island Road, Ste. 124  
Plantation, FL 33322

**VII  
BOARD OF DIRECTORS**

The corporation shall have a Board of Directors consisting of one (1) 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 Director of this corporation is:

Robert H. Sherrin O.D.  
1776 North Pine Island Road, Ste. 124  
Plantation, FL 33322

**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.

**IX  
INFORMAL DIRECTOR ACTION**

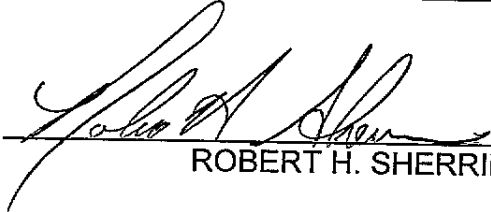
If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as through it had been authorized

at a meeting of the Board of Directors.

**X**  
**INDEMNIFICATION**

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

**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 26 day of February, 2002.

  
ROBERT H. SHERRIN O.D.

STATE OF FLORIDA       )  
                                  ).ss:  
COUNTY OF BROWARD   )

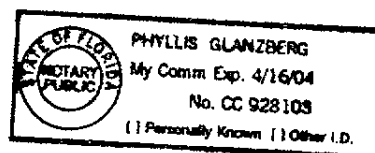
I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, **ROBERT H. SHERRIN O.D.**, personally known to me, or who produced, personally known, as identification and who executed the foregoing Articles of Incorporation of **ROBERT H. SHERRIN O.D., P.A.** and he acknowledged that he signed and executed the same for the purposes therein stated and he (did) (did not) take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Broward Florida, said County and State, this 26 day of February, 2002.

  
Notary Public, State of Florida at Large

My commission expires:

4/16/14



STATE OF FLORIDA       )  
                                  ).ss:  
COUNTY OF BROWARD    )

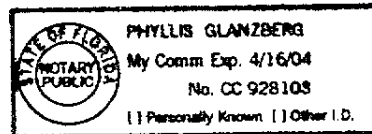
I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, **ROBERT H. SHERRIN O.D.**, personally known to me, or who produced, personally known, as identification and who executed the foregoing Articles of Incorporation of **ROBERT H. SHERRIN O.D., P.A.** and he acknowledged that he signed and executed the same for the purposes therein stated and he (did) (did not) take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Broward Florida, said County and State, this 26 day of February, 2002.

Phyllis Glanzberg  
Notary Public, State of Florida at Large

My commission expires:

4/16/04



**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:

First, that Robert H. Sherrin O.D., P.A., desiring to organize or qualify under the  
laws of the State of Florida, with its principal place of business at Prudential Plaza,  
1776 North Pine Island Road, Ste. 124, Plantation, FL 33322, has named Robert H.  
Sherrin, Prudential Plaza, 1776 North Pine Island Road, Ste. 124, Plantation, FL 33322  
as its Agent to accept service of process within Florida.

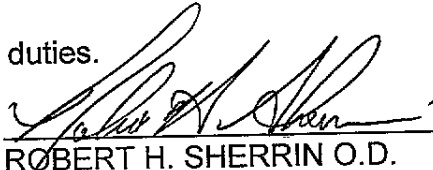
ROBERT H. SHERRIN O.D., P.A.

By: 

Robert H. Sherrin O.D.  
Director

**ACCEPTANCE**

Having been named to accept service of process for the above-named  
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.

  
ROBERT H. SHERRIN O.D.

Date: 2/26/02

02 MAR -4 PM 2:12  
FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA