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A PROFESSIONAL ASSOCIATION

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FILED

02 JUL -5 AM 8:44

SECRETARY OF STATE
TALLAHASSEE FLORIDA

June 24, 2002

Via Express Mail

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

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-06/25/02--01085--005
*****78.75 *****78.75

Re: Stephen D. Gres, O.D., P.A. - Incorporation

Dear Sir/Madam:

Enclosed are the following items in connection with the filing of the Articles of Incorporation for the above-referenced corporation:

1. Original Articles of Incorporation together with copy;
2. Original Designation of Registered Agent and Registered Office together with copy;
3. Our check in the amount of \$78.75 to cover the following costs:

Filing Fee and Registered Agent Designation	\$70.00
Certified Copy	8.75

Once filing is completed, please forward a certified copy of the Articles of Incorporation to this firm.

Thank you for your assistance in this matter.

Sincerely,



Roy W. Cohn

Enclosures
RWC/ms/Cp-
cc: Stephen D. Gres, O.D., P.A.

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D. WHITE JUL - 8 2002



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

RECEIVED
JUL - 1 2002

June 26, 2002

ROY W. COHN, ESQ.
PO BOX 2177
TAMPA, FL 33601

SUBJECT: STEPHEN D. GRES, O.D., P.A.
Ref. Number: W02000018616

We have received your document for STEPHEN D. GRES, O.D., P.A. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the document.

7-1-02
Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 002A00040923

**ARTICLES OF INCORPORATION
OF
STEPHEN D. GRES, O.D., P.A.**

FILED
02 JUL -5 AM 8:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a professional service corporation, for profit, files these Articles of Incorporation with the Secretary of State of the State of Florida, pursuant to the Professional Service Corporation and Limited Liability Company Act of the State of Florida, Chapter 621, Florida Statutes.

1. NAME AND NATURE OF BUSINESS. The Name of the corporation is **Stephen D. Gres, O.D., P.A.** (the "Corporation"). Nature of Business: To engage in the practice of optometry and optometric services.

2. ADDRESS. The street address and the mailing address of the initial principal office of the Corporation is 1627 Southwind Dr., Brandon, FL 33510.

3. NUMBER OF SHARES. The maximum number of shares which the Corporation is authorized to issue is 7,500 shares of common stock, having no par value per share.

4. NO PREEMPTIVE RIGHTS. No preemptive rights are granted to shareholders of the Corporation.

5. INITIAL REGISTERED OFFICE AND REGISTERED AGENT. The address of the initial registered office of the Corporation is 1627 Southwind Dr., Brandon, FL 33510, and the name of the initial registered agent is Stephen D. Gres.

6. INCORPORATOR. The name and address of each incorporator for the Corporation is set forth immediately below:

STEPHEN D. GRES
1627 Southwind Drive
Brandon, FL 33510

7. BOARD OF DIRECTORS. The number of directors shall not be less than one. The number of directors may be increased or diminished from time to time by the By-laws adopted by the shareholders, but shall never be less than one. The name and mailing address of the first Board of Directors, who shall serve until the first annual meeting or until their successors shall have been elected and qualified:

<u>Name</u>	<u>Address</u>
Stephen D. Gres	1627 Southwind Drive Brandon, FL 33510

8. POWERS OF CORPORATION. The Corporation shall have and may exercise at all times all of the powers and rights to the maximum extent, and without restriction, as conferred upon professional service corporations by the laws of the State of Florida and of the United States.

9. AMENDMENT. The corporation shall have the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in any manner now or hereafter permitted by statute.

EXECUTED this 18th day of June, 2002.

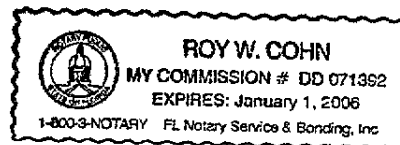
Sh L, W,
Stephen D. Gres, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me, this 18th day of June, 2002 by Stephen D. Gres, who is personally known to me (or who has produced as identification).

NOTARY PUBLIC

Sign: Roy W. Cohn
State of Florida at Large



DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

FILED
02 JUL -5 AM 8:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, this Designation is submitted:

1. STEPHEN D. GRES, O.D., P.A. is a corporation desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the 1627 Southwind Dr., City of Brandon, County of Hillsborough, State of Florida;
2. STEPHEN D. GRES, O.D., P.A. hereby names Stephen D. Gres, an individual resident of this state, as its registered agent to accept service of process within the State of Florida;
3. STEPHEN D. GRES, O.D., P.A. hereby designates as its registered office, the street address of said registered agent's place of business, which is 1627 Southwind Dr., City of Brandon, County of Hillsborough, State of Florida 33510.

SUBMITTED this 18th day of June, 2002.

Sh. Gres, O.D.
Stephen D. Gres, Incorporator on
behalf of STEPHEN D. GRES, O.D., P.A.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the designated place, I hereby agree to act in this capacity and accept this appointment, and agree to comply with the provisions of Sections 48.091 and 607.0501, Florida Statutes, relative to keeping open said office.

By: Sh. Gres, O.D.
Registered Agent

Date: June 18, 2002