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1029 WEST MAGNOLIA STREET
LEESBURG, FLORIDA 34748

August 12, 2002

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

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

Re: Alfred M. Fife, O.D., P.A.

Dear Sir:

Enclosed is the original and duplicate copy of the Articles of Incorporation as pertain to the above corporation.

The duplicate copy has been subscribed and acknowledged by the incorporator in the same manner as the original. The registered agent and registered office for the corporation have been so designated in the body of the Articles of Incorporation for acceptance of service of process. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify, and return same to this office.

Our check made payable to the Secretary of State is also enclosed in the amount of \$78.75 for filing fee, cost of certified copy, filing certificate of registered agent, and the filing tax.

Sincerely Yours,


L. E. Taylor

LET:pn
Enclosure

FILED 01
02 AUG 26 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
W-23870

BM 8/26



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 16, 2002

L.E. TAYLOR ESQ
HOWELL TAYLOR & DUGGAN
PO BOX 490208
LEESBURG, FL 34749-0208

SUBJECT: ALFRED M. FIFE, O.D., P.A.
Ref. Number: W02000023870

We have received your document for ALFRED M. FIFE, 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 registered agent and street address must be consistent wherever it appears in your document.

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) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

Letter Number: 002A00048633

ARTICLES OF INCORPORATION
OF
ALFRED M. FIFE, O.D., P.A.

FILED
02 AUG 26 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, who is duly licensed to practice optometry in the State of Florida, desiring to form a professional corporation in accordance with the Florida Business Corporation Act and the Florida Professional Service Corporation, adopt the following Articles of Incorporation:

I. NAME

The name of the professional Corporation is ALFRED M. FIFE, O.D., P.A.

II. PURPOSE

The purposes for which this corporation is formed are:

1. To engage in the practice of optometry; to diagnose an optical deficiency or deformity, or visual or muscular anomaly of the human eye; and to prescribe and furnish or adapt lenses, prisms, ocular exercise, or visual training;
2. To purchase, lease, acquire, own, hold, and operate, and to sell, mortgage, pledge, lease, employ, dispose of, encumber, or invest in real property, mortgages, stocks, bonds, and tangible and intangible personal property, and to enter into contracts, and carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objectives of the corporation;

3. To do everything otherwise necessary, proper, or convenient for the accomplishment of any of the purposes set forth in these articles of incorporation, and to do every other act and thing incidental to such purposes that is not prohibited by the laws of the State of Florida or by the provisions of these articles of incorporation.
4. The professional services of the corporation shall be carried on only through officers, employees, and agents who are licensed in the State of Florida to render the professional services that the corporation is organized to provide.

III. DURATION

The term of existence of the Corporation is perpetual.

IV. REGISTERED OFFICE

The street address of the Corporation's initial registered office in this State is 1029 West Magnolia Street, Leesburg, Lake County, Florida 34748. The initial registered agent is L. E. TAYLOR.

V. PRINCIPAL OFFICE

The mailing address of the initial principal office of the Corporation is 1050 Forrest Drive, Tavares, Florida 32778.

VI. PROFESSIONAL SERVICES

The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice optometry within the State of Florida.

VII. INCORPORATORS

The name and address of the incorporator is:

ALFRED M. FIFE 1050 Forrest Drive, Tavares, FL 32788

VIII. DIRECTORS

The initial Board of Directors shall consist of one member. The name and address of the Board of Directors is:

ALFRED M. FIFE 1050 Forrest Drive, Tavares, FL 32788

IX. SHARE STRUCTURE

Number and Type

The maximum number of shares that the Corporation is authorized to have outstanding is 7500 shares of common stock having a par value of \$1.00 per share.

Restrictions on Issuance and Transfer

No share of stock of this Corporation shall be issued or transferred to any person who is not an optometrist duly licensed to practice optometry in the State of Florida.

X. STATED CAPITAL

The amount of capital with which the Corporation shall begin business is \$1,000.00.

XI. AMENDMENT OF ARTICLES

The Corporation reserves the right at any time, and from time to time, to amend these Articles of Incorporation in the manner now or hereafter permitted by statute.

XII. ELECTION UNDER PROFESSIONAL CORPORATION ACT

The Corporation elects to be governed by the provisions of the Professional Services Corporation and Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles
of Incorporation on the 6th day of August, 2002.

Alfred M. Fife, OP
ALFRED M. FIFE, Incorporator

STATE OF FLORIDA

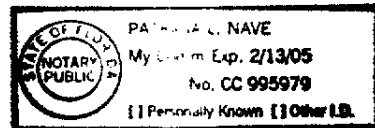
COUNTY OF LAKE

On August 6, 2002, before me, PATRICIA L. NAVE, a Notary Public in and for the
State of Florida, personally appeared ALFRED M. FIFE, known to me to be the person
whose name is subscribed to this document, and acknowledged that he executed the
document for the purposes contained within it.

IN WITNESS WHEREOF, I sign here and set my official seal.

Patricia L. Nave
Notary Public

My Commission Expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent in the State of Florida.

1. The name of the corporation is ALFRED M. FIFE, O.D., P.A.
2. The name and address of the registered agent is:

L. E. TAYLOR
1029 WEST MAGNOLIA STREET
LEESBURG, FLORIDA 34748

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 FAMILIARY WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


L. E. TAYLOR

August 6, 2002

FILED
02 AUG 26 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA