

Sent by: FISHER, TOUSEY, LEAS & BALL
Division of Corporations

(904) 355-0233

01/03/06 12:11PM; Fax #678; Page 1

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

JACKSONVILLE VISION CENTER, INC.

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Amended & Restated
Art.

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1/3/05

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01/03/06 12:01PM; JotFax #698; Page 2
Florida Dept of State



January 3, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

JACKSONVILLE VISION CENTER, INC.
9280 STARPASS DR.
JACKSONVILLE, FL 32256US

SUBJECT: JACKSONVILLE VISION CENTER, INC.
REF: P03000011204

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Darlene Connell
Document Specialist

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Please note that the Fax Audit Sheet was filed with the Articles of Amendment. Please see the attached confirmation report indicating all 5 pages and the fax Audit page were sent. Therefore, please make sure we receive the December 30, 2005 Filing Date.

P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF AMENDMENT AND RESTATEMENT
of the
ARTICLES OF INCORPORATION
of
JACKSONVILLE VISION CENTER, INC.**

Pursuant to Sections 607.1007 and 607.1805, Florida Statutes, Jacksonville Vision Center, Inc., a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The Amended and Restated Articles of Incorporation of the Corporation (the "Amended and Restated Articles") are set forth in **EXHIBIT A**.

SECOND: The Articles of Amendment and Restatement were adopted as of December 30, 2005.


THIRD: The Amended and Restated Articles were adopted by the unanimous consent of the Board of Directors and shareholders of the Corporation.

FOURTH: The Amended and Restated Articles convert the Corporation to a corporation that is engaged solely in carrying out professional services provided by a corporation pursuant to Chapter 621 of the Florida Statutes and change the name of the Corporation to Anthony Favale, O.D., P.A.

Signed this 30th day of December, 2005.

JACKSONVILLE VISION CENTER, INC.,
a Florida corporation

By: _____


Anthony F. Favale II, President

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EXHIBIT A
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
JACKSONVILLE VISION CENTER, INC.

These Amended and Restated Articles of Incorporation of Jacksonville Vision Center, Inc., a Florida corporation, are filed for the purpose of converting a corporation for profit incorporated under the Florida Business Corporation Act to a professional service corporation for profit in accordance with the Professional Service Corporation and Limited Liability Company Act and other laws of the State of Florida.

ARTICLE I
NAME

The name of the Corporation is **Anthony Favale, O.D., P.A.**

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation is located at 9280 Starpass Drive, Jacksonville, Florida 32256; its mailing address is 9280 Starpass Drive, Jacksonville, Florida 32256.

ARTICLE III

The general nature of the business to be transacted by this Corporation, or the objects or purposes of the Corporation, shall be as follows:

(a) to engage in every phase and aspect of the business of rendering to the public the same professional services that a duly licensed optometrist under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through the Corporation's officers, employees and agents who are duly licensed or otherwise legally authorized to render such professional services within this State;

(b) to invest its funds in real estate, mortgages, stocks, bonds or any other type of investments and to own real and personal property necessary for the rendering of optometric professional services; and

(c) to do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Amended and Restated Articles of Incorporation or any amendments thereof, and either alone or in association with other corporations, firms or individuals, to carry

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on any lawful pursuit necessary or incidental to the accomplishment of the purposes and objects of this Corporation.

The foregoing enumeration of objects and purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law.

ARTICLE IV CAPITAL STOCK

(a) Authorized Shares. The total number of shares that may be issued by the Corporation is 1,500, no par value per share. Each of the shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of the capital stock may be paid for in cash or in property at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for fully and shall be nonassessable.

(b) Capital Stock. The capital of the Corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the Corporation.

(d) Preemptive Rights. Shareholders shall have no preemptive rights.

(e) Cumulative Voting. Cumulative voting shall not be permitted.

(f) Limitation on Issuance. Each shareholder must be duly licensed or otherwise legally authorized to practice optometry in the State of Florida.

(g) Voting Trusts. No shareholder shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his or her stock.

ARTICLE V DIRECTORS

(a) Number. The Corporation shall have one (1) director. The number of directors may be changed from time to time by bylaws adopted by the shareholders.

(b) Board of Directors. The name and street address of the sole member of the Board of Directors of this Corporation who, subject to these Articles of Incorporation, the

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bylaws of this Corporation and the laws of the State of Florida, shall hold office until the next annual meeting of this Corporation are:

Anthony F. Favalle II, O.D.

9280 Starpass Drive
Jacksonville, Florida 32256

(c) Indemnification. The Board of Directors is specifically authorized to indemnify directors, officers, employees and agents of the Corporation to the fullest extent permitted by law.

(d) Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

ARTICLE VI BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to alteration, amendment or repeal by the directors.

ARTICLE VII DURATION

This Corporation shall exist perpetually.

ARTICLE VIII TRANSACTIONS WITH CORPORATIONS

No contract or other transaction between this Corporation and any other corporation, and no other contract or transaction of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in any other corporation, or are directors or officers of any other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any director of this Corporation who is also a director or officer of such other corporation or member of such firm, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or director of such other corporation or member of such firm, or not so interested.

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ARTICLE XI
RESTRAINT ON ALIENATION OF SHARES

The shareholders of this Corporation shall have the power to include in the bylaws, adopted by a majority of the shareholders, any regulatory or restrictive provisions regarding the proposed sale, hypothecation, transfer or other disposition of any of the outstanding shares of this Corporation by any of its shareholders. The shareholders of the Corporation and the Corporation shall also have the power to so regulate and restrict the transferability of the outstanding shares by contract among the shareholders or between the shareholders and the Corporation, provided such contract is filed with the Board of Directors of the Corporation. The form, terms and conditions of any such regulatory or restrictive bylaws or contract shall be determined by the shareholders of this Corporation, but such restrictions shall not affect the rights of third parties without actual notice thereof unless existence of such provisions shall be noted conspicuously upon the certificate evidencing ownership of such stock. No shareholder of this Corporation may sell, hypothecate or otherwise transfer his or her shares therein except to another individual who is eligible to be a shareholder of this Corporation.

ARTICLE XII
AMENDMENT OF ARTICLES OF INCORPORATION

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are subject to this reservation.

END OF DOCUMENT

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