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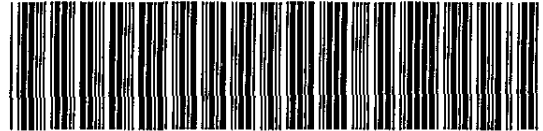
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SECRETARY OF STATE  
FALL ARCADE UNIT

10/1/03

10/1/03

**DARBY, PEELE, BOWDOIN & PAYNE**

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

HERBERT F. DARBY, P.A.  
S. AUSTIN PEELE, P.A.  
W. RODERICK BOWDOIN, P.A.  
M. BLAIR PAYNE

ATTORNEYS AT LAW

February 19, 2003

285 N.E. HERNANDO AVENUE  
POST OFFICE DRAWER 1707  
LAKE CITY, FLORIDA 32056  
TELEPHONE (386) 752-4120  
FACSIMILE (386) 755-4569

6635.03-03-033

Florida Department of State  
Division of Corporations  
Secretary of State  
Post Office Box 6327  
Tallahassee, Florida 32314

Gentlemen:

Enclosed are original and photocopy of Articles of Incorporation of Bedoya Eye Care, P.A., a professional service corporation. Please file the original Articles of Incorporation, certify the photocopy and return it to us.

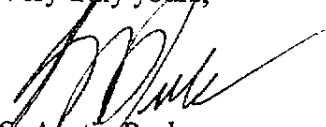
Also enclosed is our check in the sum of \$78.75 as payment for the following costs:

Filing fee	\$35.00
Fee for certified copy	8.75
Fee for designation of registered agent	<u>35.00</u>
Total	\$78.75

The registered agent for this corporation is designated in the Articles of Incorporation and has signed them as an incorporator. We presume no separate certificate is required with regard to the designation of registered agent.

Thank you.

Very truly yours,

  
S. Austin Peele  
For the Firm

SAP:dd  
Enclosures

03 FEB 21 PM 2:22  
SECRET  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
BEDOYA EYE CARE, P.A.**

The undersigned incorporator hereby forms and organizes a professional service corporation for profit under the laws of the State of Florida

**ARTICLE I - NAME**

The name of the corporation is BEDOYA EYE CARE, P.A.

**ARTICLE II - TERM OF EXISTENCE**

The period of the duration of the corporation is perpetual, unless dissolved according to law.

**ARTICLE III - PURPOSE**

The nature of the business to be transacted by this corporation, and the objects and purposes of this corporation, shall be as follows:

- A. To engage solely and specifically in the business of carrying on the practice of medicine, including without limitation, the practice of ophthalmology.
- B. To invest in real estate, mortgages, stocks, bonds, or any other type of investments;
- C. To own real and personal property necessary for the rendering of the above-described professional services; and

D. In general, to have and exercise all powers conferred by the laws of Florida upon professional service corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

#### **ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is 1,000 shares of common stock, having a par value of \$1.00 per share, fully paid and non-assessable.

Authorized capital stock may be paid for in cash or property, at a just value, but not less than par value, to be fixed by the Board of Directors of this corporation.

#### **ARTICLE V - REGISTERED OFFICE AND AGENT**

The street address of the registered office of the corporation is 4206 NW Wisteria Drive, Lake City, Florida 32055. The name of its initial registered agent at such address is Eduardo M. Bedoya, M.D.

#### **ARTICLE VI - DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as provided in the by-laws, but shall never be less than one (1).

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The name and address of the sole member of the first Board of Directors is:

**NAME**

**ADDRESS**

Eduardo M. Bedoya, M.D.

4206 NW Wisteria Drive  
Lake City, Florida 32055

### **ARTICLE VIII - INCORPORATOR**

The name and address of the incorporator who has executed these Articles of Incorporation is as follows:

**NAME**

**ADDRESS**

Eduardo M. Bedoya, M.D.

4206 NW Wisteria Drive  
Lake City, Florida 32055

### **ARTICLE IX - AMENDMENT**

These Articles of Incorporation may be amended, from time to time, in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that an amendment be made.

### **ARTICLE X - LIMITATIONS ON CAPITAL STOCK**

The following limitations shall apply to the issuance, ownership, sale, or transfer of the capital stock of this corporation:

A. No one other than an individual, professional corporation, or professional limited liability company, duly licensed or otherwise legally authorized to render the same professional services as those for which this corporation was organized, may own any capital stock of this corporation.

B. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of that shareholder's stock.

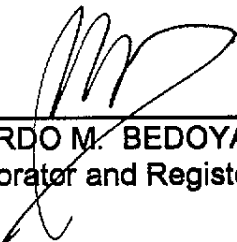
C. If any officer, shareholder, agent, or employee of this corporation who has been rendering professional services to the public of the type this corporation is organized to render becomes legally disqualified to render such professional services within the State of Florida, or accepts employment that, pursuant to existing law, place restrictions or limitations upon such person's continued rendering of such professional services, that person shall sever all employment with, and financial interest in, this corporation.

D. No shareholder of this corporation may sell or transfer shares of this corporation owned by such shareholder, except to another individual, professional corporation, or professional limited liability company, who is eligible to be a shareholder of this corporation. Any such sale or transfer may be made only after the same shall have been approved, at a shareholders' meeting specifically called for that purpose, by not less than a majority of the outstanding shares present at such shareholders' meeting, exclusive of the stock proposed to be sold. The shares of stock held by the shareholder proposing to sell or transfer such shares may not be voted or counted for any purpose at said meeting.

E. If there is now, or at any time in the future shall be more than one shareholder of this corporation, before capital stock is issued to any such shareholder, each must have negotiated with the other shareholders and this corporation, an agreement providing for in the redemption or disposition of each shareholder's capital stock, if the interest of the shareholder in this corporation is terminated for any reason. An executed copy of such agreements, from time to time entered into between the shareholders and this corporation, shall be filed with and made a part of the records of this corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation for the uses and purposes therein stated.

DATED this 18 day of February, 2003.

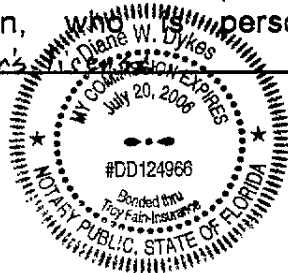
  
\_\_\_\_\_(SEAL)  
EDUARDO M. BEDOYA, M.D.  
Incorporator and Registered Agent

STATE OF FLORIDA

COUNTY OF COLUMBIA

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of February, 2003, by EDUARDO M. BEDOYA, M.D., the incorporator named in the foregoing Articles of Incorporation, who is personally known to me or who produced Florida driver's license as identification.

(Notarial Seal)



  
\_\_\_\_\_  
Notary Public, State of Florida

**Diane W. Dykes**

\_\_\_\_\_  
(print or type name)

My Commission Expires: 07/20/06