

P03 000058278

**KENNETH M. HALLER, CPA, PA**

12515 N. Kendall Drive, Suite 314

Miami, Florida 33186-1830

Accounting / Taxes / Financial Planning

(City/State/Zip/Phone #)

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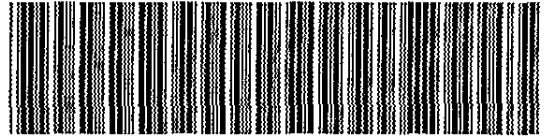
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TALLAHASSEE, FLORIDA  
03 MAY 19 PM 2:43

F. CHESSER    MAY 27

Articles of Incorporation

of  
**BRIAN J. SHENKER, O.D., P.A.**

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
03 MAY 19 PH 2044

The undersigned Incorporator hereby forms a corporation under the laws of the State of Florida:

ARTICLE I. CORPORATE NAME

The name of this Corporation is: **BRIAN J. SHENKER, O.D., P.A.**

ARTICLE II. MAILING ADDRESS OF CORPORATION

The mailing address of this Corporation is:

**2365 N.E. 213TH TERRACE  
NORTH MIAMI BEACH, FLORIDA 33180**

ARTICLE III. NATURE OF CORPORATE BUSINESS

This Corporation, through its officers and employees, shall be authorized to engage in every aspect and phase of the practice of **OPTOMETRY** within the State of Florida; to engage in any activities which will facilitate and promote the practice of **OPTOMETRY** through its officers and employees; and to invest and reinvest its funds in real estate, mortgages, stocks, bonds and any other type of investments within the meaning of Section 8 of the Professional Services Corporation Act; and to purchase and own real and personal property necessary for the rendering of professional services within the practice of **OPTOMETRY**. This Corporation shall not be authorized to engage in any business other than the practice of **OPTOMETRY**.

#### ARTICLE IV. CAPITAL STOCK

The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is **FIVE HUNDRED (500)** shares of common stock having a par value of **\$1.00** per share. The Board of Directors of this Corporation shall have the power to divide and issue the Common Stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida. Shares of one series may be issued as a share dividend in respect of shares of another series.

#### ARTICLE V. COMMENCEMENT AND TERM OF EXISTENCE

This Corporation shall commence its corporate existence on **MAY 15, 2003**. This Corporation shall have perpetual existence.

#### ARTICLE VI. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation in the State of Florida and the Corporation's initial registered agent at that office shall be:

**KENNETH M. HALLOR**  
**12515 N. KENDALL DRIVE #314**  
**MIAMI, FLORIDA 33186**

#### ARTICLE VII. BOARD OF DIRECTORS

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 VIII. INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation as the  
Incorporator is:

**BRIAN J. SHENKER, O.D.**  
**2365 NE 213TH TERRACE**  
**NORTH MIAMI BEACH, FLORIDA 33180**

**ARTICLE IX. AMENDMENT**

These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every amendment must be approved by the Board of Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

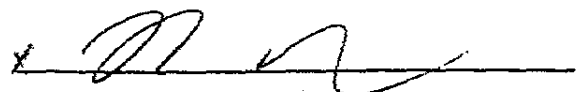
**ARTICLE X. INCORPORATION OF PROVISIONS OF CORPORATION ACT**

This Corporation is intended to be a Professional Corporation within the meaning of the Professional Services Corporation Act, and accordingly, the Corporation, its officers, directors and stockholders, shall be subject to all of the Sections of said Act concerning the formation of the Corporation, the conduct of its business, and the liabilities, rights, privileges and immunities of the Corporation, its officers, directors and stockholders, as stated in Chapter 621, Florida Statutes.

**ARTICLE X. INDEMNIFICATION**

Except as may otherwise be provided in the Bylaws of this Corporation, this Corporation shall indemnify the incorporators, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

IN WITNESS WHEREOF, the undersigned subscriber has executed these  
Articles of Incorporation this 17th day of May, 2003.

  
\_\_\_\_\_  
President

CERTIFICATE ACCEPTING DESIGNATION AS  
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN  
THIS STATE MAY BE SERVED

The following is submitted pursuant to Sections 48.091 and 607.0501 of the Florida  
Statutes:

Having been appointed registered agent of BRIAN J. SHENKER, O.D., P.A., its  
Articles of Incorporation, at the place designated in such Articles of Incorporation, the  
undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and  
accepts, the obligations of such position.

IN WITNESS WHEREOF, I have hereunto set my hand this 17th  
day of MAY, 2003.

Annunzio G. Haller

Registered Agent

STATE OF FLORIDA )  
                  MIAMI- ) SS:  
COUNTY OF DADE )

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
03 MAY 19 PM 2:44

BEFORE ME, the undersigned authority, personally appeared  
KENNETH M. HALLER, who is to me well known and who  
subscribed to the foregoing Acceptance of Resident Agent this  
17th day of MAY, 2003.

Philip Shenkman

Notary Public, State of Florida  
at Large

My Commission Expires: