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CAPITAL CONNECTION, INC.
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Eric M. Payne, D.D., P.A.

Signature

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- ___ Certificate of Status
- ___ Certificate of Fictitious Name
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- ___ Officer Search
- ___ Fictitious Search
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ARTICLES OF INCORPORATION

OF

ERIC M. PAYNE, O.D., P.A.

I, the undersigned, being of legal age, do hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations and pursuant and specifically pursuant to F.S. Chapter 621, "Professional Service Corporation Act."

ARTICLE I - NAME:

The name of the corporation shall be:

ERIC M. PAYNE, O.D., P.A.

ARTICLE II - DURATION:

The corporation shall have perpetual existence beginning with the date of acceptance of the corporation by the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE:

The general nature of the business to be transacted by this Corporation shall be:

A. To engage in every aspect and phase of the practice of Optometry and to render the same professional services to the public that Optometrists, duly licensed under the laws of the State of Florida, are authorized to render; provided, however, that such professional services shall be rendered only through officers, employees and agents of this Corporation who are duly licensed to practice Optometry under the laws of the State of Florida.

B. The corporation is organized for the purpose of transacting any or all lawful business within or without the State of Florida, and to have all powers conferred upon the corporation by the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK:

The corporation is authorized to issue (100) shares of common stock with a par value of One ($1.00) Dollar per share.

The corporation shall only issue is common stock to an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the Corporation was incorporated. Shareholders of this Corporation shall not 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/her stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial principal office of the corporation is 614 Honeysuckle Lane, Weston, Florida 33327. The name and address of the initial Registered Agent of the corporation is Robert D. Schwartz, Esq., 4700 N.W. Boca Raton Blvd., Suite B201, Boca Raton, Florida 33431.

ARTICLE VI - INITIAL BOARD OF DIRECTORS:

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of the corporation is DR. ERIC M. PAYNE. Election of Directors shall be as provided in the bylaws.

ARTICLE VII - INCORPORATOR:

The name and address of the person signing these Articles is: DR. ERIC M. PAYNE, 614 Honeysuckle Lane, Weston, Florida 33327.

ARTICLE VIII - BY-LAWS:

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and Stockholders.

ARTICLE IX - STOCKHOLDERS MEETING REQUIRED:

Any action of the stockholders of the corporation must be taken at a meeting of the stockholders of the corporation duly called as provided by law.

ARTICLE X - INDEMNIFICATION:

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT:

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11th day of September, 2003.

Dr. Eric M. Payne
DR. ERIC M. PAYNE

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a notary public authorized to take acknowledgment in the State and County aforesaid, personally appeared DR. ERIC M. PAYNE, to me known and known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same.

Mary Crump
NOTARY PUBLIC

My Commission Expires:

5/9/05

NOTARY PUBLIC STATE OF FLORIDA
MARY CRUMP
COMMISSION DD024167
EXPIRES MAY 09 2005
BONDED THROUGH
ADVANTAGE NOTARY

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In compliance with Chapter 48.091, Florida Statutes, the following is submitted:

FIRST: That ERIC M. PAYNE, O.D., P.A. is desirous of incorporating under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in City of Weston, County of Broward, State of Florida, has named Robert D. Schwartz, Esq., located at 4700 N.W. Boca Raton Blvd., Suite B201, Boca Raton, Florida 33431, in the County of Palm Beach and the State of Florida as its Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above state corporation, at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative of keeping open said office.

ROBERT D. SCHWARTZ
Resident Agent

Dated: 9/16/03

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