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EFFECTIVE DATE
2-2-04

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

KENNETH B. EVERS

PROFESSIONAL ASSOCIATION
ATTORNEY AT LAW

424 WEST MAIN STREET
WAUCHULA, FLORIDA

KENNETH B. EVERS
E-MAIL: EVERSPA@EARTHLINK.NET

REPLY TO: P.O. DRAWER 1308
WAUCHULA, FLORIDA 33873-1308

TELEPHONE: (863) 773-5600
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February 2, 2004

EXPRESS MAIL

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

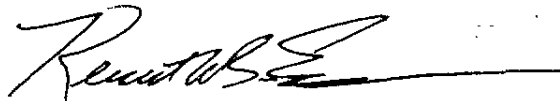
Re: EYE CLINIC OF WAUCHULA, P.A.

Gentlemen:

Enclosed are original and one copy of Articles of Incorporation with respect to the above. Please file the original and return a certified copy to me.

Also enclosed is check made payable to Secretary of State of Florida in the amount of \$78.75 as fee for same.

Sincerely,



Kenneth B. Evers

/chh
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

EYE CLINIC OF WAUCHULA, P.A.

EFFECTIVE DATE
2-2-04

The natural person identified herein (C. N. Timmerman), who is licensed or otherwise legally authorized to practice the profession of optometry in the State of Florida, hereby forms this corporation with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopt the following articles of incorporation for such corporation:

ARTICLE ONE

The name of the corporation is **EYE CLINIC OF WAUCHULA, P.A.**

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The corporation is organized for the following purposes:

A. To engage in the operation of an eye clinic as a professional corporation and to carry on services incident thereto.

B. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

C. To borrow money from any individual, bank, or lending institution.

D. The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom has been licensed by appropriate licensing authority, and is duly authorized to practice optometry within the State of Florida.

E. To invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments, or own real or personal property necessary for the rendering of professional services.

ARTICLE FOUR

The total number of shares of capital stock which the corporation shall be authorized to issue is one hundred (100) shares. Such shares shall be of a single class of common stock, and shall have a par value of Ten (\$10.00) Dollars per share.

ARTICLE FIVE

The street address of the initial principal office of the corporation is 410 South Sixth Avenue, Wauchula, Florida 33873, and the mailing address of the corporation is 410 South Sixth Avenue, Wauchula, Florida 33873. The shareholders may, from time to time, move the principal office to any other address in Florida, and may establish

branch offices in such other place or places within or without the State of Florida as it may designate.

ARTICLE SIX

The name of the corporation's initial registered agent is **KENNETH B. EVERS**, whose street address is 424 West Main Street, Wauchula, Florida 33873.

ARTICLE SEVEN

Pursuant to authority of Chapter 607.0732(1), Florida Statutes, or as it may hereafter be amended, the corporation shall have no board of directors, and all of the corporate power shall be exercised by, and the balance and affairs of the corporation shall be managed under the direction of the shareholders. The shareholders shall have the power and authority to adopt and to amend the bylaws of the corporation and to determine consideration for the issuance or disposition of any share.

ARTICLE EIGHT

The name and address of the shareholders and the number of shares of stock each agrees to take and the value of the consideration therefor are:

Name	Address	Shares	Consideration
C. N. Timmerman	1021 Briarwood Drive Wauchula, FL 33873	100	\$ 1,000.00

ARTICLE NINE

The name and address of the incorporator are **Kenneth B. Evers, 424 West Main Street, Wauchula, Florida 33873.**

ARTICLE TEN

The effective date of this corporation is February 2, 2004.

ARTICLE ELEVEN

The initial officers of the corporation and their addresses are:

Name	Address	Office
C. N. Timmerman	1021 Briarwood Drive Wauchula, FL 33873	President Secretary/Treasurer

ARTICLE TWELVE

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

ARTICLE THIRTEEN

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 law, and all rights conferred on shareholders herein are granted and subject to this reservation. These articles may be amended prior to the issuance of the stock of this corporation by the unanimous approval or consent of the shareholders. Thereafter, every amendment shall be approved by the stockholders by a majority of the stockholders at a meeting held for that purpose.

EXECUTED by the undersigned at Wauchula, Hardee County, Florida, this 2nd day of February, 2004.

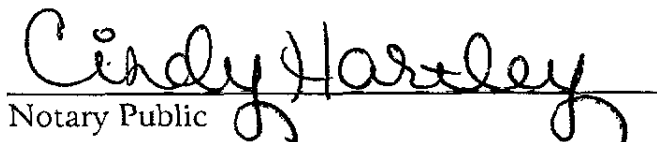
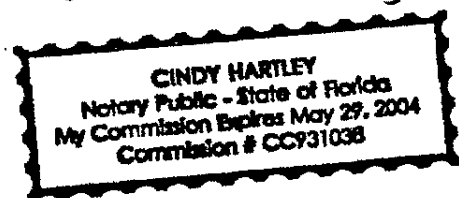


KENNETH B. EVERS

STATE OF FLORIDA :
COUNTY OF HARDEE :

I HEREBY CERTIFY that on this day before me, personally appeared KENNETH B. EVERS, incorporator of EYE CLINIC OF WAUCHULA, P.A., who acknowledged before me the execution of the foregoing Articles of Incorporation for the uses and purposes therein set forth.

SWORN to and subscribed before me this 2nd day of February, 2004.


Notary Public

ACCEPTANCE

I certify that I am a permanent resident of Hardee County, Florida, residing at the place indicated above. I hereby accept the foregoing designation as Registered Agent of EYE CLINIC OF WAUCHULA, P.A., this 2nd day of February, 2004.


KENNETH B. EVERS

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TALLAHASSEE, FLORIDA