

Sent By: HARRISON, HENDRICKSON;
DIVISION OF CORPORATIONS

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FLORIDA PROFIT CORPORATION OR P.A.

MARY JO BAIZE, O.D., P.A.

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ARTICLES OF INCORPORATION

OF

MARY JO BAIZE, O.D., P.A.

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The undersigned, for the purpose of forming a professional corporation under the provisions of Chapter 621 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I - NAME

The name of the Corporation shall be MARY JO BAIZE, O.D., P.A. The address of the initial principal office of the Corporation shall be, 2300 Bee Ridge Road, Suite 301, Sarasota, Florida 34239 and the mailing address is the same.

ARTICLE II - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in the practice of optometry and all activities related thereto.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on professional service corporations pursuant to the laws of the State of Florida.

ARTICLE III - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of the Corporation shall be one thousand (1,000) shares of common stock having no par value.

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ARTICLE V - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of one (1) Director, whose name and address is as follows:

NAME	ADDRESS
MARY JO BAIZE , O.D.	2300 Bee Ridge Road Suite 301 Sarasota, Florida 34239

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VI - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the Shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the Shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the Shareholders may provide that it shall be altered, amended, or repealed only by the Shareholders.

ARTICLE VII - AMENDMENTS

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

ARTICLE VIII - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 2300 Bee Ridge Road, Suite 301, Sarasota, Florida 34239.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be MARY JO BAIZE, O.D.

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is:

NAME	ADDRESS
MARY JO BAIZE, O.D.	2300 Bee Ridge Road Suite 301 Sarasota, Florida 34239

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 19th day of July, 2004.


MARY JO BAIZE, O.D.

Sent By: HARRISON HENDRICKSON;

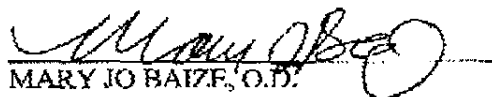
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ACCEPTANCE

I hereby accept to act as initial Registered Agent for MARY JO BAIZE, O.D., P.A., as stated in these Articles of Incorporation.


MARY JO BAIZE, O.D.

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JUL 19 2004