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November 1, 2004

Secretary of State
Divisions of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

**RE: Articles of Incorporation for
Fleming Island 20/20 P.A.
Our File No. 302/040242**

Dear Sir/Madam:

Enclosed please find our check in the amount of \$70.00 for filing Articles of Incorporation for Fleming Island 20/20 P.A. Also included are Certificate Designating Registered Agent and Acknowledgment of Registered Agent.

Please stamp the duplicate copy of the above-described instruments and return to us in the enclosed self addressed envelope.

Sincerely yours,



Dianne Cosby
legal assistant

Enclosures

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
Fleming Island 20/20 P.A.**

The undersigned, for the purpose of forming a corporation pursuant to and in conformity with the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I
Corporate Name**

The name of this corporation is Fleming Island 20/20 P.A.

**ARTICLE II
Commencement and Duration**

The term for which this corporation shall exist shall be perpetual. The date and time of the commencement of corporate existence shall be November 1, 2004.

**ARTICLE III
Street and Mailing Address**

The street address (business address) of Fleming Island 20/20 P.A. shall be C/O St. Johns Eye Associates, P.A., 2220 County Road 210 W., Suite #308, Jacksonville, FL 32259

The mailing address of Fleming Island 20/20 P.A. shall be c/o Ansbacher & McKeel, P.A., a Florida professional association, 1301 Riverplace Boulevard, Suite 2450 Riverplace Tower, Jacksonville, Florida, 32207-9047.

This corporation shall have branch offices and places of business in the State of Florida and any other state, territory, district or possession of the United States, and any foreign country or countries, as may be determined from time to time by its Board of Directors.

**ARTICLE IV
Registered Office, Registered Agent, Branch Offices**

The street address of the initial registered office of this corporation is 1301 Riverplace Boulevard, Suite 2450, Jacksonville, Florida 32207-9047, and the name of its initial registered agent at such address is Ansbacher & McKeel, P.A. a Florida professional association.

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TALLAHASSEE, FLORIDA

ARTICLE V
Directors

This corporation shall have **two (2)** directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The **name and address** of the initial **directors** of this corporation are:

Sharokh Kapadia
2220 County Road 210 W.
Suite #308
Jacksonville, FL 32259

Diane L. Kapadia
2200 County Road 210 W.
Suite #308
Jacksonville, FL 32259

Any one or more of the directors or officers may be removed either with or without cause at any time by the shareholders voting a majority of the common stock of the corporation issued and outstanding and entitled to vote, at any meeting of shareholders called expressly for that purpose. If the office of any director, one or more, becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, the shareholders shall, at a special meeting called for that purpose, by a majority vote of all of the shareholders holding the common stock of the corporation issued and outstanding and entitled to vote, choose a successor or successors who shall hold office for the unexpired term in respect of which such vacancies occurred.

ARTICLE VI
Authorized Shares

The aggregate number of shares which this corporation is authorized to issue is **5000** shares, and each share have a par value of **\$1.00**.

Said stock may be issued for consideration having a value equal to or greater than the par value as determined, from time to time, by the Board of Directors; however, neither promissory notes nor future services shall constitute payment or part payment for the issuance of shares of stock of this corporation.

ARTICLE VII
Purposes

The general purposes for which this corporation is organized are:

1. To engage in the practice of optometry, and to engage in any activity or business permitted under the laws of the United States and the State of Florida; and to do each and every act or acts, thing or things, necessary or incident to, growing out of or connected with the usual conduct of such business or any part or parts thereof for the accomplishment of any such purpose.

2. To manufacture, process, buy and sell, both at wholesale and retail, export and import, and generally to trade and deal in and with goods, commodities, wares and merchandise of every kind, nature and description.

3. To acquire, by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop and manage any real estate so acquired and to erect, or cause to be erected, on any lands owned, held or occupied by the corporation, buildings or other structures with their appurtenances, and to manage, operate, lease, rebuild, enlarge, alter, improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied, and to encumber or dispose of any lands or interests in lands, and any buildings or other structures, and any stores, shops, suites, rooms or part of any buildings or other structures, at any time owned or held by the corporation.

4. To acquire, by purchase, lease, manufacture or otherwise any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation and to invest, trade, and deal in any personal property deemed beneficial to the corporation, and to encumber or dispose of any personal property at any time owned by or held by the corporation.

5. To guarantee, purchase, hold, vote, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidence of indebtedness created by any other corporation or corporations organized under the laws of this State or any other state, country, nation or government, and while the owner thereof to exercise all the rights, powers and privileges of ownership; to receive, collect and dispose of dividends, interests or other income on any such securities held by it, and do any and all acts and things tending to increase the value of said corporation; to issue bonds, debentures, or obligations of this corporation from time to time and secure the same by pledge, mortgage or deed of trust of or upon any part of such securities or other property held or owned by the company and to sell or pledge such bonds for proper corporate purposes and in the promotion of its corporation business; to purchase, receive, hold and dispose of any securities of any person or corporation, whether such securities shall be bonds, mortgages, debentures, notes, shares of capital stock or otherwise, and in respect to any such securities, to exercise any and all rights and privileges of ownership thereof, and generally to act as investment brokers, agents or principals. To borrow and lend money either with or without security, and negotiate loans; to draw, accept, endorse, buy and sell promissory notes, bonds, stocks, debentures, coupons and other securities; to issue on commission, subscribe for, take, acquire, hold, sell, exchange and deal in shares, stocks, bonds, obligations and securities of any government, authority, or company; to form, promote,

restrict in any manner the powers of this corporation; and the above and foregoing businesses enumerated are intended as illustrative and not restrictive, and this corporation shall have the power to handle such business or businesses, either in its own behalf or as agent or broker for others, and shall further engage in any and all like and kindred businesses, which may be necessary or profitable in conjunction with the businesses above enumerated, and generally shall have and exercise all powers, privileges and immunities of businesses of like kind and nature incorporated under the laws of the State of Florida, and shall enjoy the privilege and immunities pertaining to incorporators under the laws of the State of Florida.

ARTICLE VIII
Incorporator

The name and address of the incorporator is:

Barry B. Ansbacher
1301 Riverplace Boulevard
Suite 2450 Riverplace Tower
Jacksonville, Florida 32207-9047

ARTICLE IX
Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders; provided, however, that any bylaws adopted by the shareholders may not be altered, amended or repealed by the Board of Directors.

ARTICLE X
Subscription Rights

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price at which it is offered to others, a pro rata portion of:

1. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the

right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE XI
Fiduciary Relationships

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or
2. The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
3. The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board, a committee, or the shareholders.

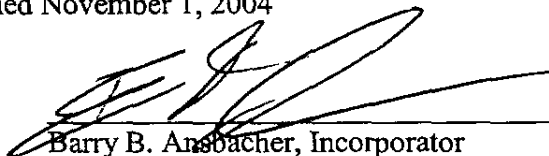
ARTICLE XII
Indemnities

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

ARTICLE XIII
Amendments

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

Executed by the undersigned November 1, 2004



Barry B. Ansbacher, Incorporator