

May 26 05 05:49p

James C. Stewart, Jr.

239-592-6983

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Division of Corporations

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To:

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**EFFECTIVE DATE**

05-26-05

From:

Account Name : STEWART & STORTER  
Account Number : I20010000111  
Phone : (239)594-1800  
Fax Number : (239)592-6983

**FLORIDA PROFIT CORPORATION OR P.A.**

**BERKSHIRE EYE CARE, P.A.**

Certificate of Status	1
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FAX AUDIT NO.: H050001335203

**ARTICLES OF INCORPORATION**  
**OF**  
**BERKSHIRE EYE CARE, P.A.,**  
**A FLORIDA PROFESSIONAL SERVICE CORPORATION**

**EFFECTIVE DATE**05-26-05

**THE UNDERSIGNED**, for the purpose of forming a professional corporation in accordance with the FLORIDA PROFESSIONAL SERVICE CORPORATION AND LIMITED LIABILITY COMPANY ACT to practice the profession of or perform the service of Optometry in the State of Florida, hereby adopts the following articles of incorporation for the corporation:

**FIRST:** The name of the corporation (the "Corporation") is:

**BERKSHIRE EYE CARE, P.A.,**  
**A FLORIDA PROFESSIONAL SERVICE CORPORATION**

**SECOND:** The principal office or mailing address of the Corporation is:

2005 Deerfield Circle  
Naples, Florida 34109

**THIRD:** The aggregate number of shares that the Corporation is authorized to issue is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, the par value of each such share shall be **ONE AND NO/100S DOLLARS (\$1.00)**. Par value shall have no effect on the Corporation's capital structure.

**FOURTH:** Shares of the Corporation shall be issued or transferred only to persons duly licensed or authorized by law to practice the profession or perform the service of Optometry in the State of Florida. If any officer, shareholder, agent, or employee of the Corporation becomes legally disqualified to render the professional services for which the Corporation is organized, or accepts employment that places restrictions or limitations on his or her continued rendering of professional services, he or she shall immediately sever all employment with the Corporation and transfer all of his or her shares of the Corporation to an eligible shareholder, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the Corporation on account of professional services.

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This instrument prepared by:

JAMES C. STEWART, JR., ESQUIRE

Florida Bar No. 436951

9180 Galleria Court, Suite 700

Naples, FL 34109

Phone: 239-594-1800; Fax: 239-592-6983

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**FIFTH:** The street address of the initial registered office of the Corporation is:

2005 Deerfield Circle  
Naples, Florida 34109

and the name of the Corporation's initial registered agent at such address is:

**MARYLOU KIRCHER-CARBONE**

**SIXTH:** The purpose of the corporation is to practice the profession or perform the service of Optometry in the State of Florida. The sole and exclusive professional service to be rendered by the corporation is optometry in the State of Florida.

**SEVENTH:** The number of directors constituting the initial Board of Directors of the Corporation is **ONE (1)**, and the name and address of the person who is to serve as director of the Corporation until the first annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualify, are as follows:

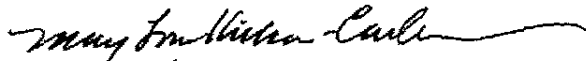
**MARYLOU KIRCHER-CARBONE**  
2005 Deerfield Circle  
Naples, Florida 34109

**EIGHTH:** The name and address of the sole incorporator is:

**MARYLOU KIRCHER-CARBONE**  
2005 Deerfield Circle  
Naples, Florida 34109

**NINTH:** The corporate existence of the Corporation shall commence MAY 26, 2005.

**IN WITNESS WHEREOF**, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the FLORIDA PROFESSIONAL SERVICE CORPORATION AND LIMITED LIABILITY COMPANY ACT, has executed these Articles of Incorporation, this 26<sup>th</sup> day of MAY, 2005.



**MARYLOU KIRCHER-CARBONE**  
Sole Incorporator

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I, MARYLOU KIRCHER-CARBONE, having been designated to act as registered agent, hereby agree to act in such capacity.

  
MARYLOU KIRCHER-CARBONE

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