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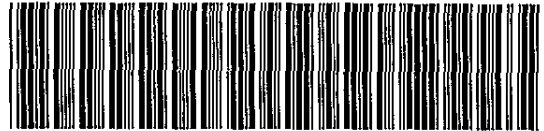
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850 PARK SHORE DRIVE
TRIANON CENTRE - THIRD FLOOR
NAPLES, FL 34103
239.649.2713 DIRECT
239.649.6200 MAIN
239.261.3659 FAX
cmceachern@ralaw.com

June 30, 2005

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Austin Wm. Coleman, D.O., P.A.

Dear Sir/Madam:

Enclosed please find two original executed Articles of Incorporation of Austin Wm. Coleman, D.O., P.A. to be filed with your office. Please file the enclosed Articles, and return a filed copy to my office. Also enclosed is a check in the amount of \$78.75 to cover your filing cost.

A self-addressed stamped envelope is enclosed for the return of the filed copy.

Thank you.

Very truly yours,

ROETZEL & ADDRESS, LPA

G. Carson McEachern
G. Carson McEachern
For the Firm

GCM/rs
Enclosures
cc: Austin Wm. Coleman, D.O.

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ARTICLES OF INCORPORATION

OF

AUSTIN WM. COLEMAN, D.O., P.A.

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Professional Service Corporation and Limited Liability Company Act (the "Act"), adopts the following Articles of Incorporation:

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

AUSTIN WM. COLEMAN, D.O., P.A.

SECOND: The initial principal office and mailing address of the Corporation is:

10661 Airport-Pulling Road, Suite 12
Naples, Florida 34109

THIRD: The aggregate number of shares that the Corporation is authorized to issue is ONE THOUSAND (1,000) shares of common stock and the par value of each share shall be TEN CENTS (\$.10). Par value shall have no effect on the Corporation's capital structure.

FOURTH: The street address of the initial registered office of the Corporation is:

10661 Airport-Pulling Road, Suite 12
Naples, Florida 34109

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

Austin Wm. Coleman, D.O.

FIFTH: The number of directors constituting the initial Board of Directors of the Corporation is one (1), and the name and address of each person who is to serve as a 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, is:

Austin Wm. Coleman, D.O.
10661 Airport-Pulling Road, Suite 12
Naples, Florida 34109

SIXTH: The name and address of the sole incorporator is:

Austin Wm. Coleman, D.O.
10661 Airport-Pulling Road, Suite 12
Naples, Florida 34109

SEVENTH: The purpose of the Corporation is to carry on the practice of ophthalmology and neuro-ophthalmology, and to do such other things and take such other action as may be necessary and permissible for a Corporation under the Act.

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DIVISION OF CORPORATIONS


EIGHTH: The corporation shall have perpetual existence.

NINTH: The corporation may indemnify any officer and/or director, or any former officer and/or director to the full extent of the law as more fully set out in the corporation's By-laws, as may be amended from time to time.

TENTH: These Articles of Incorporation shall be effective upon the date of subscription and acknowledgment.

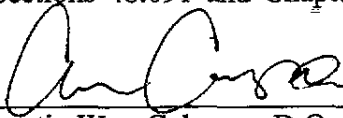
ELEVENTH: This Corporation reserves the right to amend or replace any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator herein before named, for the purpose of forming a corporation under the Act has executed these Articles of Incorporation this 15th day of July, 2005.


Austin Wm. Coleman, D.O.
Sole Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Incorporation of Austin Wm. Coleman, D.O., P.A. as the registered agent of this professional corporation, hereby consents to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent as provided in Sections 48.091 and Chapters 607 and 621 of the Florida Statutes.



Austin Wm. Coleman, D.O.

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CLERK OF DISTRICT COURT
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