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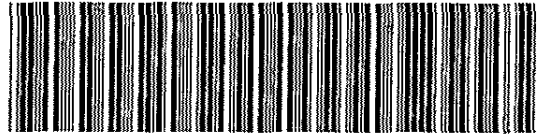
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2005 JUL 15 P 8:47

FILED

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: LEITENBAUER EYE CARE, P.A.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: SHANNON CLARK Leitenbauer
Name (Printed or typed)

2305 OLEANDER AVE.
Address

FORT PIERCE, FL 34982
City, State & Zip

772-465-6616
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION **FILED**
OF
LEITENBAUER EYE CARE, P.A. 2005 JUL 15 P 8:47

The undersigned, each of whom is licensed or otherwise legally authorized to engage in the practice of Optometry, including, but not limited to optical retail, as defined and regulated by Chapter 463, Florida Statutes, hereby associate themselves for the purpose of becoming a professional corporation for profit under the provisions of Chapter 607, Florida Statutes, the "Florida General Corporation Act" and Chapter 621, Florida Statutes, the "Professional Services Corporation Act" of the State of Florida, and pursuant to the following Articles of Incorporation.

ARTICLE I
NAME

The name of this corporation shall be: LEITENBAUER EYECARE, P.A.

ARTICLE II
TERM OF EXISTENCE

This corporation shall exist perpetually, or until dissolved on a vote of the shareholders as provided in these Articles of Incorporation.

ARTICLE III
PRINCIPLE PLACE OF BUSINESS/MAILING ADDRESS

The principle place of business/mailing address shall be: 2305 Oleander Avenue
Fort Pierce, FL 34982

ARTICLE IV
PURPOSE

This corporation is organized for the following purposes:

- A. To engage in the optical retail aspect of the practice of Optometry as defined and regulated by chapter 463, Florida Statutes.
- B. To own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of professional optometric services, to include, but not be limited to retail optical services.
- C. To do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these Articles, and to do every other act incidental to the corporate purposes which is not forbidden by Florida law or by the provisions of these Articles of Incorporation.

The purposes of this corporation shall be carried out only through officers, employees, and agents, each of whom is licensed or legally qualified to render professional optometric or optical services in the State of Florida.

ARTICLE V CORPORATE POWERS

The corporation shall have all of the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

ARTICLE VI AUTHORIZED SHARES

- A. Number. The aggregate number of shares that the corporation shall have the authority to issue is Ten Thousand (10,000) shares of Capital Stock with a par value of One and No/100 Dollar (\$1.00) per share.
- B. Initial Issue. One Hundred (100) shares of the Capital Stock of the corporation shall be issued for cash at a par value of One and No/100 Dollar (\$1.00) per share.
- C. Stated Capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.
- D. Dividends. The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash in property, or in shares of the Capital Stock of the corporation.
- E. No Classes of Stock. The shares of the corporation are not to be divided into classes.

ARTICLE VII LIMITATIONS ON STOCK

The stock of this corporation may be issued, owned, and registered only in the name or names of an individual or individuals who are duly authorized and licensed to practice Optometry in the State of Florida, and no stockholder of this corporation may sell or transfer any of such stockholder's shares of stock in this corporation except to another individual who is then duly authorized and licensed to practice Optometry in the State of Florida.

ARTICLE VIII DEATH OF STOCKHOLDER

Upon the death of a stockholder, his stock shall be subject to purchase by the corporation or by the other stockholders at such price and upon such terms and conditions and in such manner as may be provided for in the Bylaws of this corporation, or by written agreement between the corporation and its stockholders or by written agreement among the stockholders, in a manner consistent with law and theses Articles.

**ARTICLE IX
REGISTERED AGENT**

The name and address of the Initial Registered Agent for this corporation until a successor Registered Agent shall be designated in accordance with the law is: SHANNON CLARK LEITENBAUER, 2305 Oleander Ave., Fort Pierce, FL 34982.

**ARTICLE X
INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of one (1) member. Directors need not be residents of the State of Florida.

**ARTICLE XI
NAME AND ADDRESS OF INITIAL DIRECTOR**

The name and address of the person who shall serve as Director until the first annual meeting of shareholders, and until his successor shall have been elected and qualified, is as follows:

Shannon Clark Leitenbauer	1718 Rio Vista Drive Fort Pierce, FL 34949
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**ARTICLE XII
INCORPORATOR**

The name and address of the initial incorporator is as follows:

Shannon Clark Leitenbauer	1718 Rio Vista Drive Fort Pierce, FL 34949
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**ARTICLE XIII
AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended in the manner provided by law. Every proposed amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the share entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**ARTICLE XIV
BYLAWS**

The Bylaws of the corporation shall be made, altered, or rescinded by a two thirds (2/3) majority vote of the Directors of the corporation.

ARTICLE XV PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

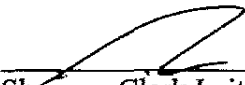
ARTICLE XVI DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) upon the affirmative vote of the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote. 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 the shareholder.

ARTICLE XVII INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent to the full extent permitted by law.

In WITNESS WHEREOF, the undersigned subscribing incorporator has hereunto set her hand and seal for the purposes of forming this corporation under the law of the State of Florida, and does hereby make, subscribe, acknowledge, and file in the office of the Secretary of State of Florida these Articles of Incorporation and certify that the facts herein stated are true, this 12 day of July, 2005.


Shannon Clark Leitenbauer Incorporator/Registered Agent


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2005 JUL 15 P 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ST. LUCIE

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared SHANNON CLARK LEITENBAUER, known to me or who has produced a valid Drivers License as identification and who did not take an oath, and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 12th day of July, 2005.


NOTARY PUBLIC, STATE OF FLORIDA


PRINTED NAME OF NOTARY

NOTARY STAMP/SEAL:



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2005 JUL 15 P 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA