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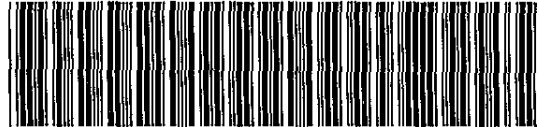
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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SEP 16 2005

THE LAW OFFICES OF  
**RICHARD J. KAPLAN, P.A.**  
SUITE 402  
1999 UNIVERSITY DRIVE  
CORAL SPRINGS, FLORIDA 33071

HOLLYWOOD OFFICE  
2ND FLOOR  
4310 SHERIDAN  
HOLLYWOOD, FLORIDA 33021

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TOLL FREE 888-475-1732

PALM BEACH OFFICE  
298 N.E. 2<sup>nd</sup> Ave  
(PINEAPPLE WAY)  
DELRAY BEACH, FLORIDA 33444

REPLY TO: CORAL SPRINGS

Sept. 14, 2005

Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: C & D EYE CARE, P.A.

Gentlemen:

Enclosed please find one original and one copy of the Articles of Incorporation of the above referenced company, together with our check in the amount of \$78.75 representing, filing fee of \$35.00, certified copy fee \$8.75, and registered agent fee of \$35.00.

Please effect immediately incorporation and forward the charter together with the certified copy of the Articles of Incorporation to this office.

Very Truly Yours,

RICHARD J. KAPLAN, P.A.

  
RICHARD J. KAPLAN, ESQ.

RJK/kay

Encl.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**

**OF**

**C & D EYE CARE, P.A.**

The undersigned, natural persons who are licensed or otherwise legally authorized to practice the profession of optometry in the State of Florida, hereby form a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopt the following articles of incorporation for such corporation:

**ARTICLE I**

The name of the corporation is C & D EYE CARE, P.A., with its principal office and mailing address of 5031 SW 90th Avenue, Cooper City, FL 33328.

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TALLAHASSEE, FLORIDA

**ARTICLE II**

The duration of the corporation is perpetual.

**ARTICLE III**

The purpose of the corporation is to practice the profession of optometry. The sole and exclusive professional services to be rendered by the corporation are optometric services.

**ARTICLE IV**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be Five Thousand (5,000) shares of common stock having a par value of Ten (\$ .10) Cents per share.

**ARTICLE V**

The amount of capital with which this corporation will begin business shall not be less than Five Hundred and 00/100 (\$500.00) Dollars.

**ARTICLE VI**

The street address of the initial registered office of this

corporation is 5031 SW 90th Ave., Cooper City, FL 33328, and the name of the initial Registered Agent of this corporation at that address is DONNA MANGATT. The Registered Agent and Registered Office may be changed from time to time by filing with the Secretary of State of Florida, a Certificate designating a new Registered Agent and/or a new Registered Office without the necessity of amending these Articles of Incorporation.

#### ARTICLE VII

The number of Directors constituting the initial Board of Directors of the corporation is 2. The number of Directors may be either increased or diminished from time to time by the By-laws but shall never be less than one (1). The name and address of each of the members of the initial Board of Directors, who unless otherwise provided by the By-Laws of the corporation, shall hold office for the first year of existence of the corporation or until successors are elected or appointed and have duly qualified are as follows:

| NAME               | ADDRESS                                     |
|--------------------|---|
| DONNA MANGATT      | 5031 SW 90 Ave., Cooper City, FL 33328      |
| CHANTAL VEERASAMMY | 3500 NW 84th Terr., Coral Springs, FL 33065 |

#### ARTICLE VIII

The name and address of each person signing these Articles as an Incorporator are as follows:

| NAME          | ADDRESS                                |
|---------------|--|
| DONNA MANGATT | 5031 SW 90 Ave., Cooper City, FL 33328 |

#### ARTICLE IX

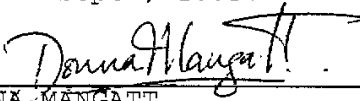
Agreements between the stockholder shall continue to be binding upon the corporation until there is filed with the President and the Secretary of the corporation, in duplicate, a written instrument, signed by the persons who originally created any such Stockholder's Agreements (or their successor in ownership, providing such succession in ownership shall have been

accomplished in accordance with the terms of the Stockholder's (Agreements) consenting to the revocation and cancellation of the Agreements among the stockholders.

ARTICLE X

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

EXECUTED by the undersigned at Coral Springs, Broward County, Florida, on this 14th day of Sept., 2005.

  
DONNA MANGATT

STATE OF FLORIDA

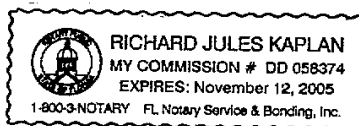
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared DONNA MANGATT, to me personally known or has produced FL Drivers License as identification, who executed and acknowledged the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Coral Springs, Broward County, Florida, this 14th day of Sept., 2005.

  
NOTARY PUBLIC-State of Florida

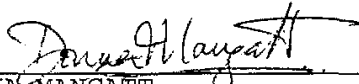
My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED  
OFFICE FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Section 48.091, Florida Statutes, the  
following is submitted:

That C & D EYE CARE, P.A., desiring to organize or qualify  
under the laws of the State of Florida, has named, DONNA MANGATT,  
as its Registered Agent to accept service of process within  
Florida, at 5031 SW 90th Ave., Cooper City, FL 33328, which  
address is also designated as the registered office of the  
corporation first mentioned above.

  
\_\_\_\_\_  
DONNA MANGATT

DATED: Sept. 14, 2005

Having been named Registered Agent to accept service of  
process for the above stated corporation, at the place designated  
in this Certification, DONNA MANGATT, hereby agrees to  
act in that capacity and further agrees to comply with the  
provisions of all statutes relative to the proper and complete  
performance of such duties.

  
\_\_\_\_\_  
DONNA MANGATT

DATED: Sept. 14, 2005

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