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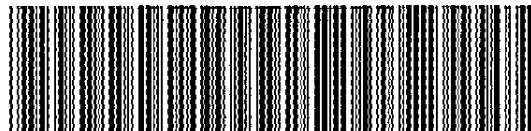
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TRANSMITTAL LETTER

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

SUBJECT: CARLOS SANCHEZ - O.D. - P.A.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is 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

ADDITIONAL COPY REQUIRED

FROM: CARLOS SANCHEZ
Name (Printed or typed)

2223 S.W. 51ST ST
Address

CAPE CORAL, FL 33914
City, State & Zip

(239) 560-1571
Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 22, 2005

CARLOS SANSHEZ
2223 SW 51ST ST
CAPE CORAL, FL 33914

SUBJECT: CARLOS SANCHEZ P.A.
Ref. Number: W05000020546

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

06 JAN 29 AM 11:46

RECEIVED

We have received your document for CARLOS SANCHEZ P.A., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State.

The fees for profit and nonprofit, domestic or foreign are as follows:

Filings Fees:	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	\$8.75
Certificate of Status	\$8.75

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please be more specific for the nature of business of the Professional Association.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton
Document Specialist
New Filings Section

Letter Number: 005A00027979

Articles of Incorporation

Carlos Sanchez O.D. .P. A.

By the following proposed Articles of Incorporation, the undersigned does hereby declare their intent to form a corporation under the laws of the State of Florida providing for the formation, rights, liabilities, privileges and immunities for profit.

Articles I - Name

The name of this corporation shall be:

Carlos Sanchez O.D. - P. A.

Article II - Duration

The corporate existence of this Corporation commences of the date of subscription and acknowledgment and shall continue perpetually.

Article III - Purpose

The purpose of this corporation is to engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the United States and of the State of Florida, but not limited to the following:

1. To establish a corporation for the purpose of operating vision eye care offices, servicing patients for eye exams, vision correction and improvement. To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or to otherwise dispose of letters, patents of the United States or of any foreign country, patent, patent rights, licenses, privileges, inventions, improvements, processes, copyrights, trademarks and trade names or pending applications therefore relating to or useful in connection in which the corporation or any other in which the corporation may have an interest as a stockholder otherwise.
2. To guarantee, acquire by purchase, subscription or otherwise, hold for investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise, hold for investment or otherwise dispose of, the shares of the capital stock of or any bonds, securities, or evidences of indebtedness created by any other corporation or corporation of the State of Florida or any other State of Government, Domestic or Foreign; and while the owner of any such stock, bonds, securities or other obligations; and to do all and any such acts or things designed to accomplish and such purposes.
3. To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges of franchises, or for any other lawful purpose of its incorporation. To issue bonds, promissory notes, bills for exchanges, debentures and other obligations and evidences of indebtedness payable at a specified time or times or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for monies borrowed or in payment for the property acquired, or for any of the other objects or purposed of the corporation or for and of the its business. To secure the same by mortgage or mortgages, or

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deeds, or deeds of trust, or pledge or other lien upon any or all of the property, rights, privileges or franchises of the corporation, wheresoever situated, acquired or to be acquired and to confer upon the holder of any debentures, bonds, or other evidences of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the corporation not of hereafter authorized, upon such terms and conditions as shall be fixed by the Board of Directors may deem judicious, subject, however, to the provisions of the Article IV hereof.

4. To have one or more offices to conduct its business and promote its objects within and without the State of Florida, in other States, the District of Columbia, the territories, possessions and dependencies to the United States and in Foreign Countries, without restrictions as to place or amount.

5. To hire and employ agents, servants, and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in the company with others.

6. To do all and everything necessary and proper for the accomplishment of any of the purposes of or in furtherance of any of the powers enumerated in these Articles of Incorporation or an amendment hereof, or necessary or incidental to the protection and benefit of the corporation, as principal, agent, director, trustee, or otherwise and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful business necessary or incidental to the accomplishment or in furtherance of the purposes of the corporation, whether or not such business is similar in nature to the purposes set forth in these Articles of Incorporation or any amendment hereof.

Article IV - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is two hundred (200) shares of common stock, each share having a par value of One (1.00) Dollar.

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

Article V - A- Additional Rights & Constraints of Stockholders

- Provides a framework for the settlement of disputes between shareholders.
- Prevents a shareholder from selling his stock to a third party without first offering it to existing shareholders.
- Provides a framework for the purchase of stock by the remaining shareholders in the event a shareholder dies, or becomes disabled.
- Prevents a shareholder from competing against the corporation both now and as an exshareholder for a stated period of time .
- Requires shareholders to maintain the confidentiality of all customer names and other

- corporation records.
- Prevents a shareholder from impairing the goodwill of the corporation.
 - Prevents a shareholder from soliciting customers of the corporation except for the corporation's business.

Article VI - Address

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

2223 S.W. 51st Street
Cape Coral, Florida 33914

The mailing address is the same.

The name of the initial registered agent as such address is Carlos Sanchez.

Article VII - Directors

The corporation shall consist of (1) Director. The name and address of the Board of Directors is:

Carlos Sanchez
2223 S.W. 51st Street
Cape Coral, Florida 33914

The numbers of Directors may be increased or diminished from time to time by the by-laws.

Article VIII - Amendment

These Articles of Incorporation may be amended in the manner provided by law.

Article IX - Incorporator

The name and address of the Incorporator of the Corporation is as follows:

Carlos Sanchez
2223 S.W. 51st Street
Cape Coral, Florida 33914

IN WITNESS WHEREOF, The Undersigned Incorporator has executed the foregoing Articles of Incorporation this Day of April, 2005.

STATE OF FLORIDA)
 : SS
COUNTY OF LEE

BEFORE ME personally appeared Carlos Sanchez to me is well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation and he has acknowledged before me that he executed the same for the purpose thereto expressed.

WITNESS MY HAND and official seal in the County and State named above this ^{11th} Day of April, 2005.



Tammy S Moore
My Commission DD261581
Expires February 14 2008

Tammy S Moore

NOTARY PUBLIC

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated *April 11, 2005.*

Carlos Sanchez

Carlos Sanchez P.A.
Registered Agent