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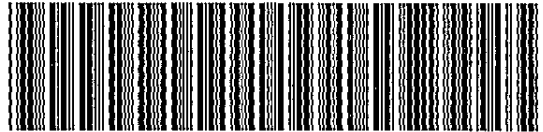
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TALLAHASSEE FLORIDA

2/7/06

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ATTORNEY AT LAW
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

January 30, 2006

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

RE: Jennifer S. Landy, P.A.

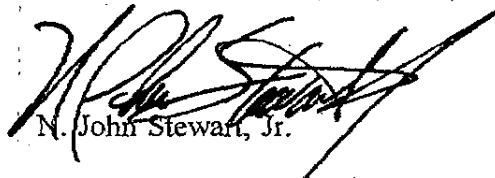
Dear Sirs/Ladies:

Enclosed please find my check made payable to Florida Department of State in the amount of \$78.75 for filing the enclosed Articles of Incorporation and one certified copy.

After the Articles have been filed, please forward the certified copy to the undersigned at your first opportunity.

Very cordially yours,

N. JOHN STEWART, JR., P.A.



N. John Stewart, Jr.

NJS/jv
Encls.

ARTICLES OF INCORPORATION

OF

JENNIFER S. LANDY, P.A.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned, licensed or otherwise authorized to practice Ophthalmology by and within the State of Florida, hereby acting as incorporator for the purpose of forming a professional service corporation for profit, by virtue of the provisions of Chapters 621 and 607, Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE I.

NAME

The name of this corporation is JENNIFER S. LANDY, P.A.

ARTICLE II.

ADDRESS

The principal place of business and mailing address of the corporation is:

2813 W. Estrella Street

Tampa, FL 33629

ARTICLE III.

PURPOSE

This corporation is organized for the following purposes:

1. To engage in every aspect of the practice of Ophthalmology and all of its fields of specialization as are engaged in by physicians in this State.
2. To engage and render the professional service involved only through its officers, agents and employees who are physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the professional service of this corporation.
3. To invest its funds in real estate, mortgages, stocks, rendering of professional services hereby authorized.
4. To own real and personal property necessary for the rendering of professional services hereby authorized.
5. To engage in no other business other than rendering of the professional services herein specified.

ARTICLE IV.
CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock. Shares of the new corporation's stock and certificates therefor shall be issued only to physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida, to render the same professional service as this corporation.

ARTICLE V.
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2813 W. Estrella Street, Tampa, FL 33629, and the name of the initial registered agent of this corporation at that address is JENNIFER S. LANDY.

ARTICLE VI.
INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. 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. The name and address of the initial director of this corporation is JENNIFER S. LANDY, 2813 W. Estrella Street, Tampa, FL 33629.

ARTICLE VII.
INCORPORATORS

The name and address of the person signing these Articles is JENNIFER S. LANDY, 2813 W. Estrella Street, Tampa, FL 33629.

ARTICLE VIII.
AMENDMENT.

A. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

B. In the event the ownership of shares of this corporation shall be in any person, trust, corporation, estate or partnership who is not qualified to own such shares under the provisions of Chapter 621, Florida Statutes, and there has been no voluntary transfer of stock, the

Board of Directors and Shareholders shall have the power to amend these Articles of Incorporation to effect a change in the nature and purpose of the business authorized by these Articles of Incorporation, so that this corporation shall have the power to conduct any business authorized by Chapter 607, Florida Statutes. If there is a vacancy on the Board of Directors at or after the occurrence of the event referred to in this sub-paragraph, that vacancy shall be filled by the remaining Board of Directors until this amendment is complete and effective, or until such ownership of shares no longer exists. No stockholder shall be ineligible to vote on any such amendment merely because he is an ineligible shareholder under Chapter 621, Florida Statutes, but he shall have no other voting right.

ARTICLE IX.

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation who has been rendering professional ophthalmologist services to the public becomes legally disqualified to render such professional services within this state, or accepts employment that places restrictions or limitations upon her continued rendering of such professional services, then, in any such event, such persons's office and/or employment with and/or financial interest in this corporation shall cease forthwith; subject, however, to the provisions of Article VIII B dealing with "Amendments". Should any amendment be effected which changes the nature and purpose of this corporation so that the restrictions of Chapter 621, Florida Statutes, do not apply, then the restrictions of this Article shall not thereafter apply; provided, however, that until such amendment is effected, such person shall render no professional services, shall hold no office, shall not serve on the Board of this corporation, and shall have no financial interest in this corporation, except to receive payment for any stock owned and any other amounts that are lawfully due and owing by the corporation.

ARTICLE X.

RIGHTS OF STOCKHOLDER WHOSE INTEREST

TERMINATES UNDER ARTICLE IX.

If any stockholder of this corporation be required to terminate her financial interest in this corporation because of the application of Article IX, or the application of Chapter 621, Florida Statutes, and should these articles not be amended as provided in Article VIII B, the financial

interest of such shareholder shall terminate immediately and automatically, except to receive payment for such stock in this corporation as may be owned by her and any other amounts that are lawfully due owing to her by the corporation; and such shares of stock shall not be entitled to dividends or stock rights of any kind. Such stock shall be forthwith transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as shall be authorized as set forth in the By-Laws or Shareholders' Agreement, if any, and if not, by mutual agreement, or if no such agreement can be reached, by arbitration.

ARTICLE XI.

CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate her votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of her shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XII.

PRE-EMPTIVE RIGHTS

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

ARTICLE XIII.

INDEMNIFICATION


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

ARTICLE XIV.


BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 26 day of January, 2006.


Jennifer S. Landy, Incorporator

Having been named as registered agent to accept service of process for the above stated
corporation at the place designated in this certificate, I am familiar with and accept the
appointment as registered agent and agree to act in this capacity.


Jennifer S. Landy, Registered Agent

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