

PO7000004003

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H07000007092 3))



H070000070923ABCZ

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FILED
07 JAN -9 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

isabelle ruszczyk, o.d., p.a.

Certificate of Status	0
Certified Copy	1
Page Count	09
Estimated Charge	\$78.75

Electronic Filing Menu Corporate Filing Menu Help

Handwritten signature and date: 1/10/07

9

H07000007092

**ARTICLES OF INCORPORATION
OF
ISABELLE RUSZCZYK, O.D., P.A.**

FILED

07 JAN -9 PM 12:57

STATE
FLORIDA

THE UNDERSIGNED, subscriber to these Articles of Incorporation for a Professional Association, a natural person, competent to contract and an Optometrist duly licensed to render services as such under the laws of the State of Florida, does hereby present these Articles for the formation of a corporation under The Professional Service Corporation Act, and other laws, of the State of Florida.

ARTICLE I

The name of the corporation is ISABELLE RUSZCZYK, O.D., P.A. (hereinafter the "Corporation").

ARTICLE II

The general nature of the business to be transacted by the Corporation is:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that Optometrists, duly licensed under the laws of the State of Florida, are authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to practice optometry therein. This provision does not restrict the corporation from employing individuals for the rendering of non-professional services.

B. To invest the funds of the Corporation in real estate, mortgages, stocks, bonds and/or any other type of investment and to own real and personal property necessary for the rendering of said professional services.

PREPARED BY:

C. DAVID TANGORA, ESQ.
C. DAVID TANGORA, P.A.
200 S.E. 18th Court, Ft. Lauderdale, FL 33316
(954) 779-1005
Florida Bar No: 522104

H07000007092

C. To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any Amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the Corporation.

The foregoing Paragraphs "A" through "C" shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumerations of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One and No/100 (\$1.00) Dollar per share. None of the shares of the Corporation may be issued to anyone other than an individual duly licensed to practice Optometry in the State of Florida.

ARTICLE IV

The amount of capital with which the Corporation will begin business is One Thousand and No/100 (\$1,000.00) Dollars.

ARTICLE V

The Corporation is to exist perpetually and is to commence existence upon the filing of these Articles of Incorporation.

ARTICLE VI

The initial street address of the principal office of the Corporation in the State of Florida is 12922 N.W. 22nd Manor, Pembroke Pines, Florida 33028. The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE VII

The business of the Corporation shall be managed by its Board of Directors. The number of Directors constituting the entire Board shall be one (1) and subject to such minimum, may be increased, from time to time by Amendment of the Corporation's ByLaws, in a manner not prohibited by law. Until so changed, the number shall be one (1).

ARTICLE VIII

The name(s) and address(es) of the member(s) of the first Board of Directors are:

Isabelle Ruszczyk, O.D.
12922 N.W. 22nd Manor
Pembroke Pines, FL 33028

ARTICLE IX

The name and street address of the person signing these Articles of Incorporation as a subscriber, who is an Optometrist, duly licensed under the laws of the State of Florida to render services as such, the number of shares she agrees to take and the value of the consideration therefor, is:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>	<u>Consideration</u>
Isabelle Ruszczyk	12922 N.W. 22nd Manor Pembroke Pines, FL 33028	1,000	\$1,000

ARTICLE X

No contract or other transaction between the Corporation and any other corporation shall be affected by the fact that any Director of the Corporation is interested in, or is a director or officer of, such other corporation, and any Director, individually or jointly, may be a party to or may be interested in any contract or transaction of the Corporation or in which the Corporation is interested; and no contract or other transaction of the Corporation with any person, firm or corporation shall be affected by the fact that any Director of the Corporation is a party in any way connected with such person, firm or corporation, and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of herself or any firm, association or corporation in which she may be in any way interested.

ARTICLE XI

The shareholders of the Corporation shall have the power to include in the ByLaws, adopted by a majority of the stockholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding shares of the Corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details thereof, shall be determined by the shareholders of the Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the Certificate evidencing the ownership of such shares. No shareholder of the Corporation may sell or transfer his or her shares therein except to another individual who is eligible to be a shareholder of the

Corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specially called for such purpose. If any shareholder shall become legally disqualified to practice Optometry in the State of Florida, or be elected to a public office, or accept employment that places restrictions or limitations upon his or her continuous rendering of such professional services, such shareholder's shares of stock shall immediately become subject to purchase by the Corporation in accordance with the ByLaws adopted by the shareholders.

ARTICLE XII

In furtherance of and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, the Corporation shall have all of the following powers.

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation for the purpose of rendering professional optometry services.

B. To provide to the holders of the common shares of the Corporation a preemptive right to purchase or subscribe to any new issues of any type shares of the Corporation, to maintain their percentage of ownership in the Corporation, such that the initial shareholder(s) shall have the preemptive right to subscribe to any such shares.

C. At its option, to purchase and acquire any or all of its stock owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his or her shares in accordance with the ByLaws adopted by the shareholders of the Corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the

Corporation is not impaired.

D. At its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the ByLaws adopted by the shareholders of the Corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the Corporation is not impaired.

E. To enter into, for the benefit of its employees, one or more of the following:

1. A pension plan;
2. A profit-sharing plan;
3. A stock bonus plan;
4. A thrift and savings plan;
5. A restricted stock option plan;
6. Other retirement or incentive compensation plans; and/or
7. Medical reimbursement plan.

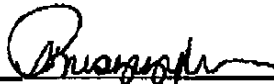
ARTICLE XIII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intentions that a certain amendment to these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

ARTICLE XIV

The initial registered office of the Corporation shall be 200 S.E. 18th Court, Fort Lauderdale, FL 33316; and the initial Registered Agent of the Corporation, whose business office is 200 S.E. 18th Court, Fort Lauderdale, Florida 33316, is C. DAVID TANGORA, ESQUIRE.

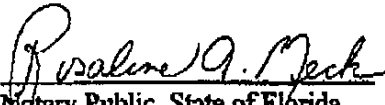
IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of the State of Florida, do hereby make and file these Articles, hereby declaring and certifying that the facts herein contained are true and correct to the best of my knowledge and belief and I further hereby agree to take the number of shares hereinabove set forth, and I have hereunto set my hand and seal on this 9 day of January, 2007.



ISABELLE RUSZCZYK

STATE OF FLORIDA :
 : ss.
COUNTY OF BROWARD :

SWORN TO AND Subscribed before me this 9 day of January, 2007, by Isabelle Ruszczyk.



Notary Public, State of Florida

My commission expires:

Affiant is:
 Personally known
 Produced I.D.
Type of I.D. Produced:



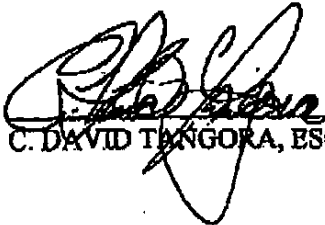
Rosaline A Meek
My Commission DD182317
Expires March 10, 2007

H07000007092

ACKNOWLEDGMENT OF REGISTERED AGENT

I, the undersigned, having been named to accept service of process for the Professional Service Corporation known as ISABELLE RUSZCZYK, O.D., P.A., at the registered office designated in the Articles of Incorporation at 200 S.E. 18th Court, Fort Lauderdale, FL 33316, and Certificate of said Corporation, do 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 as required under the laws of the State of Florida.

DATED: January 9, 2007.


C. DAVID TANGORA, ESQ.

FILED
07 JAN -9 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H07000007092