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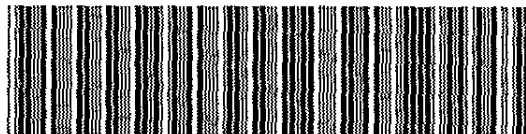
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Dean, Mead, Egerton, Bloodworth, Capouano & Bozarth, P.A.

800 North Magnolia Avenue, Suite 1500

P.O. Box 2346 (ZIP 32802-2346)

Orlando, Florida 32803

407-841-1200

407-423-1831 Fax

www.deanmead.com

Attorneys and Counselors at Law

Orlando

Fort Pierce

Viera

ROBERT W. MEAD, JR.

407-428-5111

rmead@deanmead.com

January 29, 2007

Florida Department of State

Division of Corporations

Post Office Box 6327

Tallahassee, Florida 32314

Re: Marc H. Sherman, O.D., P.A.

Dear Sir or Madam:

Please find enclosed the original and one copy of **Articles of Incorporation** for the above corporation, which will begin its existence on the date of filing. Also enclosed is our **firm check** for \$78.75 to cover the \$35.00 filing fee, the \$8.75 fee for the certified copy and the \$35.00 fee for the designation of registered agent.

Once the Articles have been filed, please return the certified copy to me at the above address. Thank you for your assistance.

Sincerely yours,

Robert W. Mead, Jr.

RWM/kj

Enclosures

cc: Marc H. Sherman, O.D.  
without enclosures

**ARTICLES OF INCORPORATION**  
**OF**  
**MARC H. SHERMAN, O.D., P.A.**

**FILED**  
2007 FEB -1 P 2:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator pursuant to Chapter 621 of the Florida Statutes, hereby forms a Corporation for profit under the laws of the State of Florida and adopts this document as the Articles of Incorporation for the Corporation:

**ARTICLE I - NAME OF CORPORATION**

The name of this Corporation is **Marc H. Sherman, O.D., P.A.**

**ARTICLE II - TERM OF EXISTENCE**

This Corporation will commence its existence on the date of filing of these Articles and will exist perpetually thereafter unless dissolved according to law.

**ARTICLE III - PRINCIPAL OFFICE**

The principal office of this Corporation will be located at 1495 West Highway 434, Suite 109, Longwood, Florida 32750.

**ARTICLE IV - GENERAL PURPOSE**

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

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Doctor of Optometry duly licensed under the laws of the State of Florida is authorized to render, but such professional services will be rendered only through officers, employees and agents of the Corporation who are duly licensed under the laws of the State of Florida to practice medicine therein.

B. It is intended that this Corporation may conduct and transact any business that is authorized and not prohibited by Chapter 607 and Chapter 621, Florida Statutes, as the same may be from time to time amended.

#### ARTICLE V - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is Five Hundred (500) shares of common stock having a par value of Ten Dollars (\$10.00) per share.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office of this Corporation is 1495 West Highway 434, Suite 109, Longwood, Florida 32750. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Marc H. Sherman, O.D. The Board of Directors may from time to time designate a new registered agent.

#### ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Street Address</u>
Marc H. Sherman, O.D.	1495 West Highway 434, Suite 109 Longwood, Florida 32750

#### ARTICLE VIII - INITIAL BOARD OF DIRECTORS

- A. The initial number of Directors of this Corporation is one (1).
- B. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation.

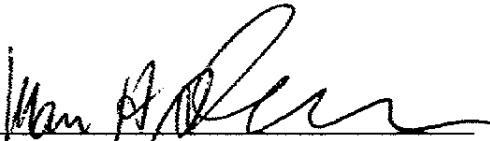
C. The name and address of the initial member of the Board of Directors, who will hold office for the first year of existence of this Corporation and until his successor is elected or appointed and have qualified, is:

<u>Name</u>	<u>Street Address</u>
Marc H. Sherman, O.D.	1495 West Highway 434, Suite 109 Longwood, Florida 32750

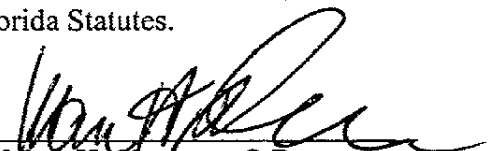
ARTICLE IX - INDEMNIFICATION

This Corporation will indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed to these Articles of Incorporation at Orlando, Florida, this \_\_\_\_ day of January, 2007.

  
\_\_\_\_\_  
Marc H. Sherman, O.D.

Having been named as registered agent for the above named Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature:   
\_\_\_\_\_  
Marc H. Sherman, O.D.

Date: January \_\_\_\_, 2007