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FLORIDA PROFIT/NON PROFIT CORPORATION

elizabeth k. macdonald, o.d., p.a.

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ARTICLES OF INCORPORATION

OF

Elizabeth K. MacDonald, O.D., P.A.

I, THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation, a Doctor of Optometry, duly licensed to render services as such under the Laws of the State of Florida, hereby present these Articles for formation of a Corporation pursuant to the Professional Service Corporation Act, Florida Statutes Section 621, and other Laws of the State of Florida.

ARTICLE I

The name of the Corporation is:

Elizabeth K. MacDonald, O.D., P.A.

ARTICLE II

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

1. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Doctor of Optometry of Medicine, duly licensed under the Laws of the State of Florida is authorized to render including but not limited to the practice of optometry, but such professional services shall be rendered only through officers, employees and agents who are authorized to render such professional services under the Laws of the State of Florida.

2. To invest the funds of the Corporation in real estate, mortgages, stocks, bonds or other types of investment, and to own real and personal property necessary for the rendering of professional medical services.

3. To do everything necessary and proper for the accomplishment of any of the purposes, to the obtaining of any of the objects, or the furtherance of any other purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary for 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 shall be construed as enumerating both the objects and the purposes of the Corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

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TALLAHASSEE, FLORIDA

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ARTICLE III

Stocks

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is **ONE HUNDRED (100) SHARES** of Common Stock having a par value of **TEN AND NO/100ths (\$10.00) DOLLARS** 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

Initial Capital

The amount of capital with which the Corporation will begin business is in excess of **FIVE HUNDRED AND NO/100 (\$500.00) DOLLARS**.

ARTICLE V

Term of Existence

The Corporation is to exist perpetually commencing on the date and acknowledgment of these Articles.

ARTICLE VI

Initial Registered Agent and Address

The initial Post Office address of the principal office of the Corporation in the State of Florida is 1179 Crispwood Court, Apopka, Florida 32703. The initial Registered Agent of the Corporation at that address is Elizabeth K. MacDonald, O.D.

ARTICLE VII

Directors

The business of the Corporation shall be managed by the Board of Directors. The number of Directors constituted in the entire Board shall be not less than one (1); and subject to such minimum may be increased or thereafter decreased from time to time by amendment of the By-Laws in a manner not prohibited by law. Until so changed, the number shall be **ONE (1)**.

ARTICLE VIII

Initial Directors

The names and street addresses of the initial members of the first Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws, and the corporation laws of the State of Florida, shall hold office for the first year of the Corporation's existence or until a successor is elected and has qualified, are:

**Elizabeth K. MacDonald, O.D.
1179 Crispwood Court, Apopka, Florida 32703**

ARTICLE IX

Subscribers

The name and street address of the person signing the Articles of Incorporation as subscriber, a Doctor of Optometry, duly licensed under the Laws of the State of Florida to render services as such, the number of shares of stock each agrees to take, and the value of the consideration therefore is:

**Elizabeth K. MacDonald, O.D.
1179 Crispwood Court, Apopka, Florida 32703**

ONE HUNDRED (100) SHARES, ONE THOUSAND (\$1,000.00) DOLLARS

ARTICLE X

Voting Trusts

No Shareholder of the Corporation shall enter into a Voting Trust Agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE XI

Cumulative Voting for Directors

At all elections of Directors of the Corporation, each shareholder shall be entitled to as many votes as shall equal the number of shares which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of Directors with respect to his share of stock, multiplied by the number of Directors to be elected, and he may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any two (2) or more of them, as he may see fit.

ARTICLE XII

Indemnification

The Corporation shall indemnify any officer or Director or any former officer or Director to the fullest extent permitted by law.

ARTICLE XIII

Removal of Directors

Any Director of the Corporation may be removed at any annual or special meeting of the shareholders by the same vote as that required to elect a Director.

ARTICLE XIV

Restraint on Alienation of Shares

No shareholder of the Corporation may sell or transfer his 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 shareholders' meeting specially called for such purpose. If any shareholder shall become legally disqualified to practice optometry in the State of Florida, or accept employment that places restrictions or limitations upon his continuous rendering of such professional services, such shareholder's share of stock shall immediately become subject to purchase by the Corporation in accordance with the By-Laws adopted by the shareholders.

ARTICLE XV

Additional Corporate Powers

In furtherance and not in limitation of the general powers conferred by the Laws of the State of Florida and of the purposes and objects herein above stated, the Corporation shall have all of the following powers:

1. To enter into, or become a partner in any arrangement for sharing profits, union of interest or co-operation, joint venture, or otherwise, with any person, firm or corporation for the purpose of rendering professional services.
2. To deny to the holders of the common shares of the Corporation any pre-emptive right to purchase or subscribe to any new shares or any type of shares of the Corporation, and no shareholder shall have any pre-emptive right to subscribe to any such shares.

3. 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 share in accordance with the By-Laws 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.

ARTICLE XVI

Amendment

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 intention that a certain amendment of these Articles of Incorporation be made. All rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the subscribers have executed these Articles of Incorporation, this 10 day of July, 2007.

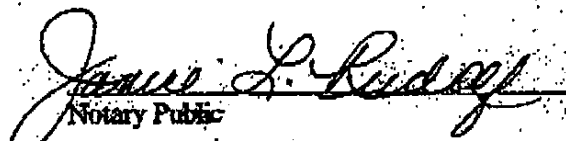

Elizabeth K. MacDonald, O.D.

STATE OF FLORIDA

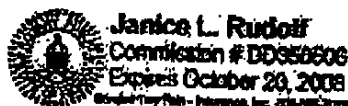
COUNTY OF BROWARD

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared Elizabeth K. MacDonald, O.D., known to me and known to me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 10 day of July, 2007.


Notary Public

MY COMMISSION EXPIRES:



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**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST -- That Elizabeth K. MacDonald, O.D., P.A., desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Apopka, County of Orange, State of Florida, has named Elizabeth K. MacDonald, located at 1179 Crispwood Court, Apopka, Florida, 32703, County of Orange, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: Elizabeth K. MacDonald
Elizabeth K. MacDonald, O.D.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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