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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 652473 5017100

AUTHORIZATION

COST LIMIT : \$ 87.50

FILED  
98 JAN -6 AM 8:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : December 30, 1997

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ORDER TIME : 9:13 AM

ORDER NO. : 652473-010

CUSTOMER NO: 5017100

CUSTOMER: Robert W. Bible, Jr., Esq  
Lopez & Kelly, P.a.  
Suite 500  
4600 West Cypress Street  
Tampa, FL 33607

File  
First

DOMESTIC AMENDMENT FILING

NAME: EYE DOCTORS OPTICAL OUTLET OF  
CENTRAL FLORIDA, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT  
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

RECEIVED  
98 JAN -6 PM 12:15  
DIVISION OF CORPORATION

Amend. & Rest. Art. & N/c  
B  
1/7

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

EYE DOCTORS OPTICAL OUTLET OF CENTRAL FLORIDA, INC.

FILED

98 JAN -6 AM 8:07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1007 and Section 607.1805 of the Florida Business Corporation Act, the undersigned corporation, **EYE DOCTORS OPTICAL OUTLET OF CENTRAL FLORIDA, INC.**, pursuant to a resolution duly adopted by its Board of Directors and Stockholders, hereby adopts the following Amended and Restated Articles of Incorporation, amending its Articles of Incorporation in their entirety, restating its Articles of Incorporation as amended hereby, and converting the Corporation to a Professional Corporation under the provisions of Chapter 621, Florida Statutes, Professional Service Corporation and Limited Liability Company Act, as permitted under Florida Statute Section 607.1805:

ARTICLE I

Name of Corporation, Principal Place of Business  
and Mailing Address

The name of this Corporation shall be **EYE DOCTORS OPTICAL OUTLET OF CENTRAL FLORIDA, P.A.** and the principal office and initial mailing address of its principal place of business shall be 5709 Johns Road, Suite 1209, Tampa, Florida 33634.

ARTICLE II  
Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

(a) To engage in every aspect in the practice of optometry, and all its fields of specializations, as are engaged in by optometrists, including, to the extent permitted by law, opticianry.

(b) To engage and render the professional services of optometry involved only through its officers, agents and employees who shall be optometrists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service of optometry as this corporation.

(c) To own and operate one or more optical establishments, and to employ licensed opticians as necessary or

appropriate to engage in the services of opticianry at such optical establishments.

(d) To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

(e) To engage in no other business other than the rendition of the professional services of optometry and ownership and operation of one or more optical establishments and the practice of opticianry thereat, as specified herein.

(e) To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

### ARTICLE III Capital Stock

(a) The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 7,500 shares of common stock at \$1.00 per share par value.

(b) The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

(c) Shares of the corporation's stock and certificates shall be issued only to optometrists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

### ARTICLE IV Duration

The corporation shall have perpetual existence.

### ARTICLE V Registered Agent

The address of this corporation's registered office is 4600 W. Cypress St., Suite 500, Tampa, Florida 33607 and the name of its registered agent at said address is ROBERT W. BIBLE, JR.

**ARTICLE VI**  
**Incorporator**

The name and address of the Incorporator is as follows:

ROBERT N. LEWENSON, O.D.  
5709 Johns Road, Suite 1209  
Tampa, Florida 33634

**ARTICLE VII**  
**Board of Directors**

The corporation shall have a Board of Directors consisting of one (1) person(s). The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the current Directors of this corporation are:

ROBERT N. LEWENSON, O.D.  
5709 Johns Road, Suite 1209  
Tampa, Florida 33634

**ARTICLE VIII**  
**Informal Shareholder Action**

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by the required majority of the Shareholders entitled to vote upon such action at a meeting, severally or collectively, and filed with the Secretary of the corporation as part of the corporate records.

**ARTICLE IX**  
**Severance and Termination of Employment**

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends. The purchase of such shares shall be at a price and in

accordance with payment terms as may be established by written agreement in effect between the shareholders of this Corporation.

**ARTICLE X**  
**Informal Director Action**

If the required majority of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XI**  
**Indemnification**

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

**ARTICLE XII**  
**Bylaw Amendment**

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Corporation.

**ARTICLE XIII**  
**Proxies**

No Shareholder may enter into a proxy, voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any of his or her stock in the Corporation.

**Certificate of Officer Verifying Shareholder Approval**

The foregoing Amended and Restated Articles of Incorporation amend in their entirety the provisions of the Corporation's articles of incorporation which were previously filed on June 9, 1993. The amendments to the articles of incorporation set forth in these Amended and Restated Articles of Incorporation were approved and adopted per a meeting vote of shareholders and Directors by unanimous written consent dated effective December 26, 1997. The number of votes cast for the amendments by the

shareholders was sufficient for approval, and pursuant to such resolutions, the Shareholders elected to bring the Corporation within the provision of the "Professional Service Corporation and Limited Liability Company Act", Florida Statutes Chapter 621. The purpose of these Amendments is to permit the merger of the Corporation into Eye Doctors Optical Outlet of Lakeland, P.A.

Dated: Jan 5, 1998, 1998.

IN WITNESS WHEREOF, the undersigned President has executed these Amended and Restated Articles of Incorporation in the State of Florida, this 5<sup>th</sup> day of January, 1998.

Robert N. Lewenson O.D.  
ROBERT N. LEWENSON, O.D.  
President

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared ROBERT N. LEWENSON, O.D., who is to me well known to be the person described in and who executed the foregoing Amended and Restated Articles of Incorporation as the President, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Tampa in the said County and State, this 5th day of January, 1998.

Anna I. Garcia  
NOTARY PUBLIC  
State of Florida at Large

My commission expires:



Anna I. Garcia  
MY COMMISSION # CC641300 EXPIRES  
June 3, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTIONS 48.091 and 607.034, FLORIDA STATUTES,  
THE FOLLOWING IS SUBMITTED:

FIRST--THAT EYE DOCTORS OPTICAL OUTLET OF CENTRAL FLORIDA, P.A.  
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF TAMPA,  
STATE OF FLORIDA, HAS NAMED ROBERT W. BIBLE, JR., LOCATED AT 4600  
W. CYPRESS STREET, SUITE 500, TAMPA, FLORIDA 33607, AS ITS AGENT TO  
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

*Robert N. Lewenson*

ROBERT N. LEWENSON, O.D.

(CORPORATE OFFICER)

TITLE: PRESIDENT

DATE: Jan 5, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED  
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 ALL MATTERS.

*Robert W. Bible, Jr.*

ROBERT W. BIBLE, JR.

(RESIDENT AGENT)

DATE: January 5, 1998