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December 28, 1994

EFFECTIVE DATE
1/1/95

94500000321

Corporate Records
Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32399

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Articles of Incorporation
RALPH A. DIAZ, O.D., P.A.

Dear Corporate Specialist:

Enclosed are two duplicate originals of the subject Articles of Incorporation. Upon filing, please return one certified duplicate original of the Articles to the undersigned. Please note that these Articles of Incorporation are to be effective as of January 1, 1995.

Our check in the amount of \$122.50 is enclosed as payment of the following fees:

Filing fees	\$ 35.00
Certified copy	52.50
Registered Agent Designation	<u>35.00</u>
	\$122.50

FILED
DEC 29 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Your prompt attention to this matter will be greatly appreciated.

Very truly yours,

Steven J. Wood
Steven J. Wood

JAN 3 1995 BSB

/kdl
Enclosures

cc: Ralph A. Diaz, O.D.

**ARTICLES OF INCORPORATION
OF
RALPH A. DIAZ, O.D., P.A.**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby certify his intention to form a professional service corporation under and by virtue of the laws of the State of Florida, and further certifies that:

**ARTICLE 1
NAME**

EFFECTIVE DATE

Jan. 1, 1995

The name of this corporation shall be RALPH A. DIAZ, O.D., P.A..

**ARTICLE 2
ADDRESS OF PRINCIPAL OFFICE**

The address of the corporation's principal office (or mailing address) is: P. O. Box 924, Port Salerno, FL 34992.

**ARTICLE 3
DURATION AND EFFECTIVE DATE**

The duration of this corporation is perpetual, unless dissolved according to law. The effective date of this incorporation shall be January 1, 1995.

**ARTICLE 4
NATURE OF BUSINESS**

The general nature of the professional services to be rendered by the corporation shall be and is to engage in every aspect of the practice of optometry. The professional services involved in the corporation's practice of optometry may be rendered only through its officers, agents and employees who are duly authorized and licensed to practice optometry in the State of Florida. This corporation shall not engage in any business other than the practice of optometry. However, the corporation may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby.

**ARTICLE 5
CAPITAL STOCK**

5.1 Number. The aggregate number of shares that the corporation shall have the authority to issue is ten thousand (10,000) shares of Class A Common Stock with a par value of one dollar (\$1.00) per share.

5.2 Initial Issue. 10000 shares of the Capital Stock of the corporation shall be issued for cash at a par value of One Dollar (\$1.00) per share.

5.3 Stated Capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

5.4 Dividends. The holder of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the corporation.

5.5 No classes of Stock. The shares of the corporation are not to be divided into classes.

5.6 No Share in Series. The corporation is not authorized to issue shares in series.

5.7 Limitation in Issuance, Alienation and Transfer of Stock. The corporation shall not issue any capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to practice optometry in the State of Florida. No shareholder of the corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock. No shareholder of the corporation may sell or transfer his shares of capital stock except to another individual who is eligible to be a shareholder of the corporation. The corporation's directors are specifically authorized from time to time to adopt by-laws not inconsistent herewith restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

5.8 Death of a Shareholder. Upon the death of a stockholder, his stock shall be subject to purchase by the corporation or by the other stockholders at such price and upon such terms and conditions and in such manner as may be provided for in the by-laws of this corporation, or by written agreement between the corporation and its stockholders or by written agreement among the stockholders, in a manner consistent with law and these Articles.

ARTICLE 6 INITIAL REGISTERED OFFICE AND AGENT

The corporation's initial registered office shall be located at 2400 South Federal Highway, Suite 320, Stuart, Florida 34994 and initial registered agent at that address shall be Steven J. Wood.

ARTICLE 7 INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member, who need not be a resident of the State of Florida.

**ARTICLE 8
INCORPORATOR**

The name of the incorporator is Steven J. Wood whose address is 2400 South Federal Highway, Suite 320, Stuart, Florida 34994.

**ARTICLE 9
AMENDMENT OF ARTICLES OF INCORPORATION**

The Board of Directors of the corporation shall have the power to amend, alter, change or repeal the articles of incorporation by not less than a two-thirds (2/3rds) vote of all of the members of the Board of Directors to the extent permitted by the Florida Business Corporation Act.

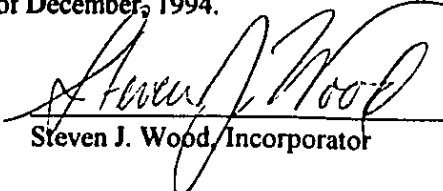
**ARTICLE 10
BY-LAWS**

The By-Laws of the corporation shall be made, altered or rescinded by a two-thirds (2/3rds) majority vote of the Directors of the corporation.

**ARTICLE 11
PREEMPTIVE RIGHTS**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal and subscribed to these Articles of Incorporation this 29th day of December, 1994.



Steven J. Wood, Incorporator

FILED
94 DEC 30 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OF DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of §§48.091(1) and 607.0501, Florida Statutes, the following is submitted in compliance thereof:

That RALPH A. DIAZ, O.D., P.A., desiring to organize as a corporation under the laws of the State of Florida, with its initial registered office in Florida being in the County of Martin, at 2400 South Federal Highway, Suite 320, Stuart, Florida 34994 has named Steven J. Wood, located at that same address as its initial registered agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the initial registered office of the Corporation in this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the corporation open from 10:00 a.m. to noon each day, except Saturdays, Sundays and legal holidays, and to post therein a sign designating the name of the corporation and the name of its registered agent.



Steven J. Wood