



THE COMPANY CORPORATION

Three Cl... Centre • 201 N Walnut Street • Wilmington, Delaware 19801 • Telephone (302) 575 0140 • Fax (302) 575 1346

P95000002264
December 27, 1994

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

000001373860
-01/03/95--01075--005
*****70.00 *****70.00

RE: Drs. Gindoff and Morgan P.A.

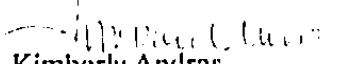
Dear Sir or Madam:

Enclosed please find Articles of Incorporation, Agent Acceptance Statement and our check(es) in the amount of \$70.00 for Drs. Gindoff and Morgan P.A.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact me directly at 1-302-575-0440, ext. 208 with questions regarding the enclosed application.

Sincerely,


Kimberly Andras

enc.

55 JAN-9 PM 12:47



ARTICLES OF INCORPORATION
OF
Drs. Gindoff and Morgan, P.A.
A Professional Service Corporation

95 JAN -9 PM 12:47

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the Chapter 621 of the Florida Corporate Code do hereby certify the following:

FIRST: The name of the corporation shall be Drs. Gindoff and Morgan, P.A.

SECOND: The address of the initial registered office of the corporation is 5540 Bee Ridge Rd., Sarasota FL 34233, County of Sarasota. The name of the registered agent located at said address is Dr. Stuart A. Gindoff.

THIRD: The principal address of the corporation is 5540 Bee Ridge Rd., Sarasota FL 34233.

FOURTH: The purpose for which this corporation is organized shall be to engage in the practice of optometry.

FIFTH: The total authorized stock of this corporation is divided into 200 shares of no par value.

SIXTH: The number of directors constituting the initial board of directors is one, and the name(s) and address(es) who will serve as directors until the first annual meeting of shareholders or until their successors are as follows:

Dr. Stuart A. Gindoff 5540 Bee Ridge Rd., Sarasota FL 34233
Dr. Todd H. Morgan same as above

SEVENTH: The duration of the corporation is perpetual.

EIGHTH: The name(s) and address(es) of the person who is to act as incorporator(s) are as follows:

Kimberly Andras c/o The Company Corporation 201 N. Walnut Street, Wilmington DE 19801

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 27th day of December, 1994.

Kimberly Andras

State of Delaware

County of Delaware

THE FOREGOING instrument was acknowledged and sworn to before me this 27th day of December, 1994 by Kimberly Andras.

SUSAN M. STONE
NOTARY PUBLIC-DELAWARE
Appointed October 6, 1994
Term 2 Years

Susan M. Stone
Notary Public

This document was prepared by Kimberly Andras, Three Christina Centre, 201 N. Walnut Street, Wilmington DE 19801 (302) 575-0440

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICLE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
PROCESS MAY BE SERVED.**

In compliance with Section 43.091, Florida Statutes, the following is
submitted:

First, this DRS, Gindoff And Morgan, P.A.
desiring to organize under the laws of the state of Florida with its principal place of
business located in the city of Sarasota, State of
Florida, has named Dr. Stuart A Gindoff located at
5540 Bee Ridge Rd
Sarasota FL 34233 as its agent for service of
process within Florida.

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 my duties.



Date 12/17/94

95 JAN -9
PM 12:47