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January 5, 1995

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

RE: Salvatori Ophthalmic Manufacturing Corporation

Dear Sir or Madam:

Enclosed herewith for filing please find an original and one copy of Articles of Incorporation for the referenced corporation and our check in the amount of \$70 to cover the filing fee. Please date stamp the copy with the filing date and return it to me in the self-addressed envelope which has been provided for your convenience. If you have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,

Mary Beth Wilkinson

Mary Beth Wilkinson
Legal Assistant to Bonnie J. Pinzel

/mbw
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
SALVATORI OPHTHALMIC MANUFACTURING CORPORATION

The undersigned Incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

Salvatori Ophthalmic Manufacturing Corporation

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

6416 Parkland Drive
Sarasota, Florida 34243

ARTICLE III

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE IV

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be ten thousand (10,000) shares of common stock with a par value of \$ 01 per share. Each share of said

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stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

ARTICLE V

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 201 N. Franklin Street, Suite 2700, Tampa, Florida 33602, and the initial registered agent of this corporation at such office shall be Bonnie J. Pinzel. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VI

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of three members, such members to hold office until their successors have been duly elected and qualified. The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Wayne Upham Smith	American Consolidated Laboratories, Inc. 6416 Parkland Drive Sarasota, Florida 34243

Grady A. Deal

American Consolidated Laboratories, Inc.
6416 Parkland Drive
Sarasota, Florida 34243

Ed Pacilujko

American Consolidated Laboratories, Inc.
6416 Parkland Drive
Sarasota, Florida 34243

ARTICLE VIII

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

Name

Address

Bonnie J. Pinzel

201 N. Franklin Street, Suite 2700
Tampa, Florida 33602

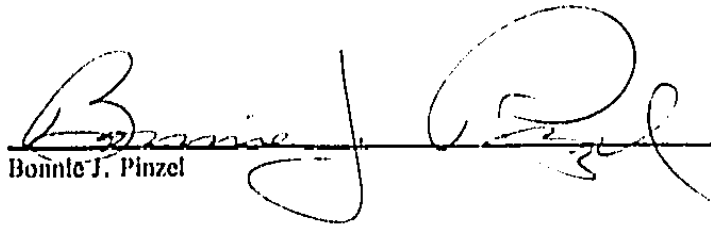
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.


Bonnie J. Pinzel

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Bonnie J. Pinzel, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 5th day of January, 1995.


Bonnie J. Pinzel

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