

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32314
904-222-9171
904-222-0193 FAX

CSC networks

800-1-1-8086

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DIVISION OF CORPORATION

MAIL TO:
P.O. BOX 5020
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 528717 95101A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : January 23, 1995

ORDER TIME : 11:29 AM

ORDER NO. : 528717

CUSTOMER NO: 95101A

CUSTOMER: Ms. Nancy Calhoun
SALLEY FEINBERG & HAMES, P.A.

P O Box 3829

Orlando, FL 32802-3829

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01/23/95--01071--004
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DOMESTIC FILING

P95000005812

NAME: CENTRAL FLORIDA EYE
SUBSPECIALISTS, INC.

XXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
____ PLAIN STAMPED COPY
DELETE CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

EFFECTIVE DATE
1-18-95

FILED
95 JAN 23 PM 8 48
SECRET
TALLAHASSEE, FLORIDA

Th
1-24-95
C2/A

EFFECTIVE DATE
1-18-95

ARTICLES OF INCORPORATION
OF
CENTRAL FLORIDA EYE SUBSPECIALISTS, INC.

FILED

95 JAN 23 AM 8:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being above the age of twenty-one (21) years and competent to contract, and being a citizen and a resident of the United States of America, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I

NAME

The name of this Corporation shall be CENTRAL FLORIDA EYE SUBSPECIALISTS, INC. and its principal place of business shall be located at 44 Lake Beauty Drive, Orlando, Florida 32806.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence on the date of signing these Articles of Incorporation by the incorporator, and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

GENERAL PURPOSE: GENERAL POWERS

The general purpose of this Corporation shall be the rendering of medical services and the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida General Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by

applicable law. In particular, the Corporation is formed to develop and operate an organization for contracting with physicians and third party payers to support the provision of managed health care services, and to represent contracting physicians in the establishment of managed care contracts dealing with the provision of ophthalmic medical services within Brevard, Lake, Orange, Osceola, Seminole, and Volusia Counties, Florida. Notwithstanding anything contained herein to the contrary, however, the Corporation shall have full right and authority to carry on any and all other lawful businesses within the State of Florida.

ARTICLE IV

CAPITAL STOCK

1. Number and Class of Shares Authorized; Par Value. This Corporation is authorized to issue 1,000 shares of Class A voting common stock and 1,000 shares of Class B nonvoting common stock, having a par value of \$.01 per share.

2. Voting Rights. The holders of Class A common stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Class A common stock shall have no cumulative voting rights in any election of directors of the Corporation. The holders of Class B common stock shall have no voting rights. Other than the disparity in voting rights, Class A common and Class B common stock shall be identical in every respect.

3. Consideration for Issuance of Stock. The Board of

Directors of the Corporation may from time to time issue the authorized stock of the Corporation, or any part thereof, for such consideration as it may deem equivalent to or in excess of the par value thereof. The authorized stock of the Corporation may be paid for, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation at a fair valuation placed on such property or services by the Board of Directors. Future services shall not constitute payment or part payment for the issuance of stock of the Corporation.

4. No Preemptive Rights. No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or at any other price.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 44 Lake Beauty Drive, Orlando, Florida 32806 and the initial registered agent of this Corporation at that address shall be Steve Corso. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have six (6) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but never below three (3) but can have more than six (6). The names and street addresses of the initial directors of this Corporation are:

Lynn Sedwick, M.D.	1900 N. Orange Avenue Orlando, Florida 32804
Miguel Lugo, M.D.	661 Altamonte Dr., Ste 216 Altamonte Springs, Florida 32701
Thomas M. Kropp, M.D.	305 East New York Avenue DeLand, Florida 32724
John C. Olson, M.D.	44 Lake Beauty Dr., Ste. 300 Orlando, Florida 32806
Jerry Shuster, M.D.	1900 N. Orange Avenue Orlando, Florida 32804
Steve Corso	44 Lake Beauty Dr., Ste. 300 Orlando, Florida 32806

ARTICLE VII

INCORPORATOR

The name and street address of the person signing these Articles as incorporator is Steve Corso located at 44 Lake Beauty Drive, Orlando, Florida 32806.

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX

INDEMNIFICATION

The Corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to indemnification of directors, officers, employees and agents, and former directors, officers, employees and agents.

ARTICLE X

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI

HEADINGS AND CAPTIONS

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

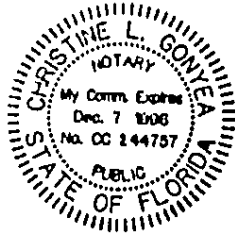
IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and does hereby subscribe thereto and hereunto set his name and seal this 18th day of January, 1995.


Steve Corso

(SEAL)

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 19th of JANUARY, 1995, by Steve Corso as a director of **CENTRAL FLORIDA EYE SUBSPECIALISTS, INC.**, a Florida corporation, on behalf of the corporation. He is personally known to me or has produced a driver's license or n/a as identification.



Christine L. Gonyea
Notary Public
Print Name: Christine L. Gonyea
My Commission Expires: 12/07/96

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

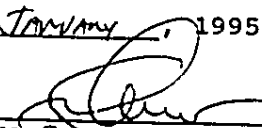
In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

CENTRAL FLORIDA EYE SUBSPECIALISTS, INC., (the "Corporation"), desiring to organize as a Florida corporation, has named and designated Steve Corso as its Registered Agent to accept service of process within the State of Florida with its registered office located at 44 Lake Beauty Drive, Orlando, Florida 32806.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Section 48.091, Florida Statutes, and all other statutes, all as the same apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 10th day of JANUARY, 1995.



Steve Corso
Registered Agent

FILED
95 JUN 23 AM 8 48
TALLAHASSEE, FLORIDA