

WILSON & BERNATSKY
YANGER & YANGER
ATTORNEYS

WILLIAM L. YANGER JR.
WILLIAM L. YANGER
CHRISTOPHER J. SMITH

PLEASE REPLY TO TAMPA ADDRESS

OFFICES
124 S. HYDE PARK AVENUE
SUITE 210
TAMPA, FLORIDA 33606
TELEPHONE (813) 220-0650
FACSIMILE (813) 220-8303

255 S.E. HIGHWAY 10
SUITE 3
CRYSTAL RIVER, FLORIDA 34429
TELEPHONE (904) 503-6400
FACSIMILE (904) 503-6400

January 23, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Wilson & Bernatsky, P.A.

Dear Sir or Madam:

Enclosed please find for filing and acknowledgement, the Articles of Incorporation of Wilson & Bernatsky, P.A. I have also enclosed our firm check made payable to the Secretary of State in the sum of \$122.50 to cover the cost of your filing fees.

Thank you for your attention to this matter. Should you have any questions or should anything else be required, please do not hesitate to contact this office.

Sincerely,

William L. Yanger
William L. Yanger

WLY/prm
Encls:

FILED
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

DWC
2/15/95

2095-2055

YANGER & YANGER
ATTORNEYS

WILLIAM H. YANGER JR.
WILLIAM L. YANGER
CHRISTOPHER J. SMITH

PLEASE REPLY TO TAMPA ADDRESS

OFFICE
124 S. HYDE PARK AVENUE
SUITE 210
TAMPA, FLORIDA 33606
TELEPHONE (813) 229-0050
FACSIMILE (813) 229-0303

255 S.E. HIGHWAY 10
SUITE 3
CRYSTAL RIVER, FLORIDA 34420
TELEPHONE (904) 503-0400
FACSIMILE (904) 503-0400

February 1, 1995

Nancy Hendricks
Corporate Specialist
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

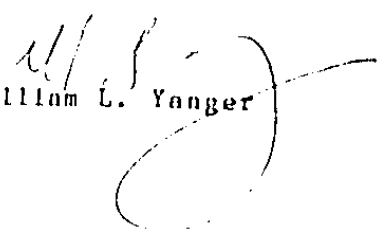
Re: Subject: Wilson & Bernatsky, P.A.
Ref. No.: W95000002055

Dear Ms. Hendricks:

This letter is intended to confirm receipt of your letter dated January 30, 1995, a copy of which I have enclosed. Please also find enclosed the Articles of Incorporation, which has been corrected to reflect the specific nature of business, along with an Acceptance of Registered Agent.

Should you require anything further to process this matter, please do not hesitate to contact this office.

Sincerely,


William L. Yanger

WLY/prm
Encls:



1995

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 30, 1995

WILLIAM YANGER
324 S. HYDE PARK AVE.
SUITE 210
TAMPA, FL 33606

SUBJECT: WILSON & BERNATSKY, P.A.
Ref. Number: W95000002055

We have received your document for WILSON & BERNATSKY, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Nancy Hendricks
Corporate Specialist

Letter Number: 295A00003772

FILED

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SEC. OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

WILSON & BERNATSKY, P.A.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Professional Association is Wilson & Bernatsky, P.A.

ARTICLE II - NATURE OF BUSINESS

The Professional Association may engage in the practice of optometry.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Professional Association is authorized to have outstanding at any time is one hundred shares of common stock, each share having a par value of five (\$5.00) dollars.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this Professional Association at any regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of the capital with which this Professional Association shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE V - ADDRESS

The initial street address of the principal office of this Professional Association is to be at 543 Riviera Drive, Tampa, Florida 33606. The Board of Directors may from time to time designate such other address and place for the principal office of this Professional Association as it may see fit.

ARTICLE VI - TERM OF EXISTENCE

This Professional Association shall have perpetual existence.

ARTICLE VII - DIRECTORS

The Professional Association shall have one director initially. The number of directors may be increased or diminished from time to time by the by-laws.

ARTICLE VIII - INITIAL DIRECTORS

The names and street addresses of the first Board of Director who shall hold office until his successors are elected and have been qualified, are as follows:

<u>Name</u>	<u>Address</u>
Sylvia Bernatsky	543 Riviera Drive Tampa, Florida 33606
Mark Joseph Wilson	543 Riviera Drive Tampa, Florida 33606

ARTICLE IX - INCORPORATORS

<u>Name</u>	<u>Address</u>
Sylvia Bernatsky	543 Riviera Drive Tampa, Florida 33606
Mark Joseph Wilson	543 Riviera Drive Tampa, Florida 33606

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Professional Association is 543 Riviera Drive, Tampa, Florida 33606, and the name of the initial registered agent of this Professional Association at this address is Sylvia Bernatsky.

ARTICLE XI - PRE-EMPTIVE RIGHTS

Each shareholder of this Professional Association shall have the first right to purchase shares (and securities convertible into shares) of any class, kind, or series of stock in this Professional Association that may from time to time be issued (whether or not presently authorized) including shares from the treasure of this Professional Association, in the ration that the number of shares he holds at the time of the issue bears to the total number of shares outstanding exclusive of treasure shares.

This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in written from the Professional Association stating the prices, terms, and conditions the issue of shares and inviting him to exercise his pre-emptive rights. this right may also be waived by affirmative written waiver submitted by the shareholder to the Professional Association within thirty (30) days of receipt of notice from the Professional Association.

ARTICLE XII - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII - BY-LAWS

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

ARTICLE XIV - DEADLOCK

(a) Should deadlock, dispute, or controversy arise among the shareholders or directors of the Professional Association in regard to matters management and company policy or matters arising under the provisions of this charter and should the shareholders be unable to resolve such deadlock, dispute or controversy, the matters shall be submitted by the shareholders to arbitration.

(b) Should the shareholders be unable to agree as to the scope of this provision or the application of this provision to the deadlock, dispute or controversy at issue, the scope and applicability of this provision shall be determined by the arbitrator.

(c) The arbitrator shall be an attorney certified as an arbitrator/mediator, and practicing in Tampa, Florida. The shareholders shall reserve the right to replace the arbitrator by unanimous vote of the shares outstanding and entitled to vote.

(d) Should the shareholders be unable to unanimously elect a successor arbitrator, the deadlock, dispute or controversy shall be submitted to the American Arbitration Association, in accordance with its rules.

(e) The decision of the arbitrator shall be final and binding up on all shareholders. The shareholders shall vote their shares as the arbitrator shall direct.

(f) To enforce these provision, the arbitrator may obtain an injunction from a Court having jurisdiction to direct the shareholders to vote as the arbitrator shall direct.

(f) To enforce these provisions, the arbitrator may obtain an injunction from a Court having jurisdiction to direct the shareholders to vote as the arbitrator has determined.

(g) After arbitration and settlement, should matters in controversy continue to arise, the arbitrator shall determine when arbitration shall no longer reasonable resolve the deadlock, dispute or controversy. Upon making of such a determination by the arbitrator, the objecting shareholder shall offer for sale, first to the Professional Association and then to the remaining shareholders, his stock interest in the Professional Association upon the terms of sale and methods of

valuation of any buy and sell or option-purchase agreement to which the shareholders and the Professional Association shall then be a party. Should there be no valid agreement then in effect, the terms of sale and valuation of stock shall be determined by mutual agreement of the parties; however, should they be unable to agree, the terms of sale and valuation of stock shall be determined by the arbitrator.

(h) The Professional Association and the remaining shareholder shall each have 60 days to exercise their option. Should the Professional Association or remaining shareholders refuse to exercise their option to purchase the shares of the objecting shareholder, shareholder, upon the written demand of the objecting shareholder, shall unanimously vote to voluntarily dissolve the Professional Association. Should a shareholder refuse to vote his stock in this manner, the arbitrator may obtain an injunction from a Court with jurisdiction to direct the shareholder to so vote.

ARTICLE XV - STOCK RESTRICTIONS

1. Restrictions of Stock.

No holder of shares of stock of this Professional Association shall sell, assign, transfer, mortgage, alienate, pledge, hypothecate, or in any manner dispose of any stock of this Professional Association which he owns or may hereafter acquire except as follows:

(a) Sale during lifetime.

Any shareholder who wishes to dispose of his stock interest in this Professional Association during his lifetime shall offer to sell his stock interest to the Professional Association and the Professional Association will purchase the shares owned by the shareholder for the price and upon the terms and condition as provide by the by-laws of this Professional Association.

In the event the Professional Association is unable to purchase all for any part of the shares owned by the selling shareholder because of the Professional Association's financial condition or for any other reason, the remaining shareholders may do so for the same price and upon the same terms and conditions.

Each remaining shareholder may purchase such portion of the stock offered for sale as the number of his shares bears to the total number of shares owned by all shareholders other than those owned by the selling shareholder.

If the stock or any part of it is not purchased by the Professional Association or the remaining shareholders, the selling shareholder may dispose of his stock to any other person.

(b) Purchase of stock upon shareholder's death.

Upon the death of a shareholder, the legal representative, within six (6) months after death of the shareholder, shall offer to sell all of the decedent's shares to the Professional Association of the price and upon the terms and conditions as provided by the by-laws of this Professional Association.

In the event the Professional Association is unable to purchase all or any part of the shares owned by the selling shareholders because of the Professional Association's financial condition or for any other reason, the remaining shareholders may do so for the same price and upon the same terms and conditions.

2. Notice for sale of stock.

The shareholder or his legal representative shall offer his shares for sale by giving written notice by certified mail to the Professional Association. The Professional Association shall thereupon have thirty (3) days after receipt of notice, to purchase said shares.

If the Professional Association is unable to purchase all or any part of said shares, the other shareholders have thirty (30) days in which to make their purchase.

3. Endorsement of stock certificates.

All stock certificates of this Professional Association owned by shareholders shall be endorsed with the following statement: "The shares of stock represented by this certificate are subject to the stock restrictions as contained in the charter of this Professional Association".

ARTICLE XVI - INDEMNIFICATION

Where any officer or director of this Professional Association is made a party to any action involving this Professional Association, the right to indemnification of such officer or director is subject to the approval of the Court.

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ARTICLE XVII - GREATER THAN MAJORITY VOTE
REQUIRED TO AMEND BY-LAWS ON CERTAIN ACTIONS

The by-laws may be amended at any time by majority vote of the Board of Directors except that any of the following amendments shall require the approval of all the members of the Board of Directors.

(1) Any amendment reducing the percentage of outstanding shares required to constitute a quorum for the transaction of business or required to authorize any stockholder action;

(2) Any amendment reducing the number of directors required to constitute a quorum for the transaction of business or required to authorize any action on the part of the Board of Directors;


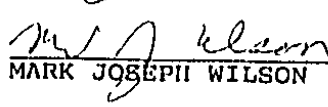
(3) Any amendment increasing or decreasing the number of authorized shares, or authorizing the issuance of previously authorized but unissued shares;


(4) Any amendment increasing or decreasing the number of directors;


(5) Any amendment imposing or eliminating any stock transfer restrictions or mandatory stock purchase obligations;

(6) Any amendment to this Article.

IN WITNESS THEREOF, we have herunto set our hands and
seals, acknowledged and filed the foregoing Articles of
Incorporation under the laws of the State of Florida, this 18
day of JAN, 1995.


SYLVIA BERNATSKY (SEAL)

MARK JOSEPH WILSON

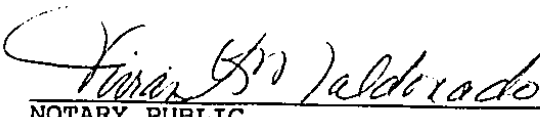

VIVIAN L. MALDONADO
MY COMMISSION # CC 351570
EXPIRES: March 1, 1998
Bonded thru Notary Public Underwriters


VIVIAN L. MALDONADO
MY COMMISSION # CC 351570
EXPIRES: March 1, 1998
Bonded thru Notary Public Underwriters

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME personally appeared Sylvia Bernatsky and Mark
Joseph Wilson, known to me by production of a valid Florida
Drivers License, and known to me to be the individuals described
in and who executed the foregoing Articles or Incorporation, and
acknowledged before me that they executed the same for the
purposes therein expressed.

WITNESS my hand and official seal in the county and state
named above, this 18 day of JAN, 1995.


NOTARY PUBLIC
My Commission Expires: 3-1-98

FILED

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ACCEPTANCE OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I heroby am familiar with and accept the duties and responsibilities as registered agent for Wilson & Bernatsky, P.A.



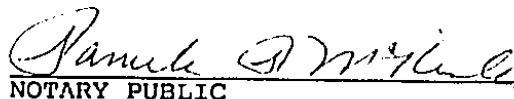
SYLVIA BERNATSKY
REGISTERED AGENT

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME personally appeared Sylvia Bernatsky, known to me by production of a valid Florida Drivers License, and known to me to be the individual described in and who executed the foregoing Acceptance of Registered Agent, and acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state named above, this 6th day of February, 1995.



NOTARY PUBLIC

My Commission Expires:

