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March 29, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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****122.50 ****122.50

RE: Crystal Vision Care, P.A.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$122.50 for the filing fee and certified copy. Please send the certified copy to the undersigned at the above address.

Sincerely,



Kenneth S. Takacs, Jr.

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TALLAHASSEE, FL
SECRETARY OF STATE

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**ARTICLES OF INCORPORATION OF
CRYSTAL VISION CARE, P.A.**

I, the undersigned subscriber, for the purpose of forming this professional service corporation under the laws of the State of Florida, hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation is: Crystal Vision Care, P.A.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation shall be to do all things that are customarily done by licensed optometrists under the laws of the State of Florida. These professional services may be rendered only through the corporation's officers, agents and employees who themselves are duly licensed or legally authorized to render the same professional services as the corporation.

This corporation shall not engage in any business other than providing the above professional services. However, in accordance with "The Professional Service Corporation and Limited Liability Company Act" the corporation may invest its funds in real estate, mortgages, stocks, bonds and any other types of investments, and may own real property and personal property necessary for the rendering of the professional services authorized hereby.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be one thousand (1,000) shares of no par value stock, all of which shall be common shares of the same class. All shares issued shall be fully payable in cash, and/or property other than stock or securities, at a just valuation to be determined by the Board of Directors of this corporation. The shareholders shall have no preemptive rights with respect to the stock of the corporation, and the corporation may issue and sell its common shares from time to time without offering such shares to the shareholders then holding shares of common stock.

ARTICLE IV. TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V. ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 5443 Spring Hill Drive, Spring Hill, Florida 34606. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI. DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by laws adopted by the shareholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS

The name and post office address of the sole member of the initial Board of Directors is:

Iris Matsukado, O.D.
5443 Spring Hill Drive
Spring Hill, Florida 34606

ARTICLE VIII. SUBSCRIBERS

The name and post office address of the subscriber of these articles of incorporation, the number of shares of stock she agrees to take and the value of the consideration therefor are:

<u>Name</u>	<u>Address</u>	<u>Shares</u>	<u>Consideration</u>
Iris Matsukado, O.D.	(as above)	500	\$100.00

ARTICLE IX. AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

ARTICLE X. LIMITATIONS ON CORPORATE STOCK

1. No one other than an individual who is duly licensed as an optometrist under the laws of the State of Florida may own any corporate stock of this corporation; nor may any shareholder enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his or her shares.

2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his or her continued rendering of such professional services, he or she shall sever all employment with, and financial interest in the corporation.

3. No shareholder of the corporation may sell or transfer his or her shares in this corporation except to another individual who is eligible to be a shareholder of the corporation, and such sale or transfer may be made only after the same shall have been approved, at a shareholders' meeting specifically called for that purpose, by not less than a majority of the outstanding shares at such shareholders' meeting, exclusive of the stock proposed to be sold. The shares of stock held by the shareholder proposing to sell or transfer his or her shares may not be voted or counted for any purpose at said meeting.

4. In the event there is more than one shareholder in the corporation, before stock is issued to shareholders, they must have negotiated with the other shareholders and/or the corporation a buy-sell agreement providing for the redemption or disposition of their shares in the event their interest in the corporation is terminated for any reason. An executed copy of the buy-sell agreement must be filed with the secretary of the corporation and made a part of the records of the corporation.

IN WITNESS WHEREOF I, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business in the State of Florida, under the laws of Florida, do make and file this Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares hereinabove set forth, and hereunto set my hand and seal, this 22 day of March, 1995.

Iris Matsukado, O.D.
Iris Matsukado, O.D.

ACKNOWLEDGMENT

State of Florida
County of _____

Sworn to and subscribed before me by on _____, 1995 by Iris Matsukado,
O.D.

Notary Public

Printed name of Notary

Personally Known _____ OR Produced Identification _____.

Type of Identification Produced _____.

The affiant did/did not take an oath.

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is Crystal Vision Care, P.A.
2. The name and address of the registered agent and office is

Iris Matsukado, O.D.
5443 Spring Hill Drive
Spring Hill, Florida 34606

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated March 22, 1995

Iris Matsukado, O.D.
Iris Matsukado, O.D.

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