

1201 HAYS STREET

800-342-8086

TALLAHASSEE, FL 32301

CSC networks

PRESTIGE MAIL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 02 00000002

REFERENCE : 600151 22008

AUTHORIZATION :

Patricia Pjitt

COST LIMIT : \$ 122.50

ORDER DATE : May 16, 1995

ORDER TIME : 3:47 PM

ORDER NO. : 600151

CUSTOMER NO: 22008

800001489589

CUSTOMER: Judy Diamond, Legal Assistant
MCDERMOTT WILL & EMERY

22nd Floor
201 South Biscayne Boulevard
Miami, FL 33131-4335

DOMESTIC FILING

NAME: OPTICIANS REFERRAL NETWORK,
INC.

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

T. BROWN MAY 17 1995

FILED
95 MAY 16 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
OPTICIANS REFERRAL NETWORK, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is OPTICIANS REFERRAL NETWORK, INC. (the "Corporation").

ARTICLE II - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - DURATION

The Corporation shall have perpetual existence. Corporate existence shall commence effective with the filing of these Articles of Incorporation with the Secretary of State of Florida.

ARTICLE IV - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 552 Arthur Godfrey Road, Miami Beach, Florida 33140.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 552 Arthur Godfrey Road, Miami Beach, Florida 33140. The name of the initial registered agent at such address is Geoffrey Hullman.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have four (4) directors initially. The number of directors may be increased or diminished from time to time in the manner provided in the By-Laws but shall never be less than one (1). The names and addresses of the initial directors of this Corporation are:

| <u>Name</u> | <u>Address</u> |
|-------------------------|---|
| Richard J. Rose, M.D. | 7107 Collins Avenue Miami Beach, Fl 33141 |
| Neal A. Nirenberg, M.D. | 7107 Collins Avenue Miami Beach, Florida 33141 |
| Tom Weiss, M.D. | 7101 Collins Avenue Miami Beach, Florida 33141 |
| Geoffrey Hullman | 552 Arthur Godfrey Road Miami Beach, Florida 33140 |

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by applicable law.

ARTICLE X - INCORPORATOR

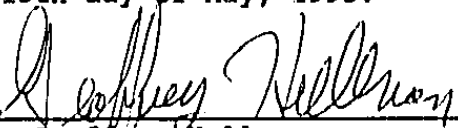
The name and address of the sole incorporator of the Articles of Incorporation is:

| <u>Name</u> | <u>Address</u> |
|------------------|---|
| Geoffrey Hullman | 552 Arthur Godfrey Road Emory Miami Beach, Florida 33140 |

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended, altered, changed or repealed only with the unanimous consent of all of the shareholders of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 15th day of May, 1995.

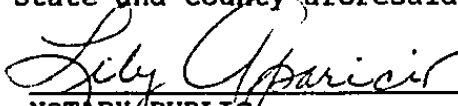


Geoffrey Hullman
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Geoffrey Hullman, known to me and known by me to be the person, who, as Incorporator, executed the foregoing Articles of Incorporation of OPTICIANS REFERRAL NETWORK, INC., a Florida corporation and he acknowledged before me that he executed those Articles of Incorporation. He did not take an oath, but he is personally known to me.

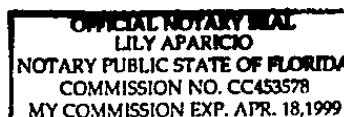
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 15th day of May, 1995.



NOTARY PUBLIC

My Commission expires:

\\40357\\010\\10ARTKJT.002



CERTIFICATE NAMING REGISTERED AGENT UPON WHOM
PROCESS MAY BE SERVED

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR OPTICIANS REFERRAL NETWORK, INC., AT THE PLACE DESIGNATED IN ARTICLE VI OF THE ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF MY DUTIES. I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES OF REGISTERED AGENT FOR SAID CORPORATION.

DATED THIS 15TH DAY OF MAY, 1995.



Geoffrey Hurliman

FILED
95 MAY 16 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA