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June 1, 1995

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

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-06/06/95--01060--004  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Optometry Associates, P.A.

TO WHOM IT MAY CONCERN:

Enclosed please find an original and one copy of Articles of Incorporation in the above referenced matter. Please return a certified copy of these Articles to our office.

Also enclosed is our check in the amount of \$122.50, representing your filing fee.

If you have any questions concerning this matter, please feel free to call.

Very truly yours,

*Nancy F. Joy*  
NANCY F. JOY, CLS

Enc.

cc: Craig J. Bratter, O.D.

FILED  
95 JUN -6 AM 8:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
SD

ARTICLES OF  
INCORPORATION  
OF  
OPTOMETRY ASSOCIATES, P.A.

FILED  
95 JUN -6 AM 8:48  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I

NAME

The name of this corporation shall be OPTOMETRY ASSOCIATES,  
P.A.

ARTICLE II

DURATION

This corporation shall exist perpetually.

ARTICLE III

PURPOSE

This corporation is organized for the sole and specific purpose of rendering professional optometric services, and has as its shareholders only other professional corporations or individuals who themselves are duly licensed optometrists.

ARTICLE IV

CAPITAL STOCK

This corporation is organized to issue One Thousand shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

## A R T I C L E   VI

### BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

## A R T I C L E   VII

### 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 his shares, or by distributing such votes on the same principle among any number of such candidates.

## A R T I C L E   VIII

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1937 N. Military Trail, Suite B, West Palm Beach, Florida, 33409, and the name of the initial registered agent of this corporation at that address is CRAIG J. BRATTER, O.D.

## A R T I C L E   IX

### INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time in accordance with the procedures specified in the corporate By-Laws, but the number of Directors shall never be fewer than one (1). The name and address of the initial Director of this corporation is:

#### NAME

#### ADDRESS

CRAIG J. BRATTER, O.D.

1937 N. Military Trail, Suite B  
West Palm Beach, FL. 33409

## A R T I C L E   X

### INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

#### NAME

#### ADDRESS

CRAIG J. BRATTER, O.D.

1937 N. Military Trail, Suite B  
West Palm Beach, FL. 33409

A R T I C L E   X I

PRINCIPAL OFFICE OF CORPORATION

The principal office address of the corporation is 1937 N. Military Trail, Suite B, West Palm Beach, Florida 33409.

A R T I C L E   X I I

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.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1 day of JUNE, 1995.

  
CRAIG J. BRATTER, O.D.

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared CRAIG J. BRATTER, O.D., who is personally known to me or who produced a Florida Driver's License as identification, who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 1st day of JUNE, 1995.

  
Notary Public  
My Commission Expires.

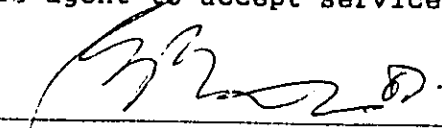


OFFICIAL SEAL  
NANCY FORSYTH JOY  
My Commission Expires  
April 22, 1996  
Comm. No. CC 195774

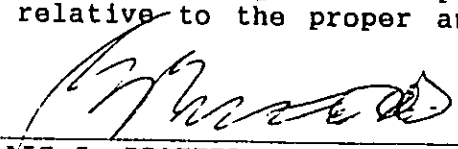
**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA NAMING AGENT UPON WHOM  
PROCESS CAN BE SERVED.**

In compliance with Section 48.901, Florida Statutes, the following is submitted:

FIRST: That OPTOMETRY ASSOCIATES, P.A., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Palm Beach County, State of Florida, has named CRAIG J. BRATTER, O.D., 1937 N. Military Trail, Suite B, West Palm Beach, Florida 33409, as its agent to accept service of process within Florida.

  
Incorporator

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate. I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
CRAIG J. BRATTER, O.D.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED