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DEAN, MEAD, EGGLETON, BLOODWORTH, CAPOUANO & BOZARTH, P. A.

ATTORNEYS AND COUNSELORS AT LAW

P. O. BOX 2348
ORLANDO, FLORIDA 32802-2348

WRITER'S DIRECT DIAL NO.
(407) 428-5119

800 NORTH MAGNOLIA AVENUE
SUITE 100
ORLANDO, FLORIDA 32801

(407) 84-1200
FAX (407) 423-1831

June 23, 1995

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

Re: Articles of Incorporation of
Preferred Eye Care, Inc.

Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation of Preferred Eye Care, Inc., together with a check for \$70.00 to cover the \$35.00 filing fee and \$35.00 fee for designation of registered agent. After the Articles of Incorporation have been filed, please return the copy, stamped with the date of filing, to this office.

Sincerely,

Mary F. Fendle

Mary F. Fendle, Legal Assistant

:mff

Enclosures (3)

cc: Alan H. Daniels, Esq.

6-28-95
DFA

ARTICLES OF INCORPORATION
OF
PREFERRED EYE CARE, INC.

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be Preferred Eye Care, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be located at 400 Avenue K, S.E., Suite D, Winter Haven, Florida 33880, which shall also be the mailing address of the Corporation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is two thousand (2,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 800 North Magnolia Avenue, Suite 1500, Orlando, Florida 32803. The Board of Directors may from time to time move the registered office to any

other address in Florida. The name of the initial registered agent of this Corporation at that address is Alan H. Daniels. The Board of Directors may from time to time designate a new registered agent.

ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Alan H. Daniels	800 North Magnolia Avenue Suite 1500 Orlando, Florida 32803

ARTICLE VI - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of this Corporation shall be three (3).

B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).

C. The names and addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Frank J. Fischer	400 Avenue K, S.E., Suite D Winter Haven, Florida 33880
Gary B. Schemmer	400 Avenue K, S.E., Suite D Winter Haven, Florida 33880
Jonathan Silbiger	400 Avenue K, S.E., Suite D Winter Haven, Florida 33880

ARTICLE VII - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

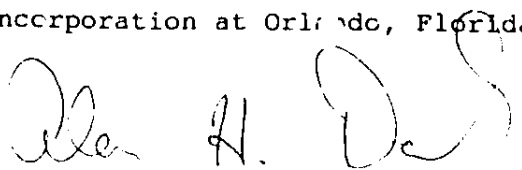
ARTICLE VIII - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of filing of these Articles of Incorporation.

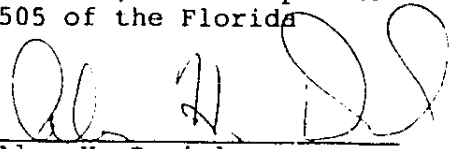
ARTICLE IX - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, this 22nd day of June, 1995.


Alan H. Daniels

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: 

Alan H. Daniels

Date: June 22, 1995