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6/29/95 DIVISION OF CORPORATIONS
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DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION
NAME: ALLIANCE FOR EYE CARE, U.S., INC.
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FROM

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**ARTICLES OF INCORPORATION
OF
ALLIANCE FOR EYE CARE, U.S., INC.**

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The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I

Name and Duration

The name of the Corporation is Alliance For Eye Care, U.S., Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation in the State of Florida is 501 Park Avenue, Clearwater, Florida 34616.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is c/o Mahoney Adams & Criser, P.A., 50 North Laura Street, 3400 Barnett Center, in the City of Jacksonville, County of Duval. The name of the registered agent at such address is RAX CO.

Prepared by Peter O. Larson, Esq.
Mahoney Adams & Criser, P.A.
P. O. Box 4099
Jacksonville, FL 32201
(904) 354-1100
Attorney No. 0849146

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ARTICLE IV

Corporate Purposes, Powers and Rights

1. The specific purpose for which the corporation is organized is for the purpose of administering the matching of skilled eye care provider networks with health care purchasers who desire their services.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Not For Profit Corporation Act.

ARTICLE V

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
RAX CO.	c/o Mahoney Adams & Criser, P.A. 3400 Barnett Center Jacksonville, FL 32202

ARTICLE VI

Board of Directors

1. This Corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than three (3).

2. The names and mailing addresses of the persons who shall serve as initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Ronald H. Tilford, M.D.	The Center for Speciality Eye Care 2045 Peachtree Road, N.W. Atlanta, GA 30309

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Wayne W. Adams, D.M.

501 Park Avenue
Clearwater, FL 34616

Michael D. Brown

Health Care Economics, Inc.
6350 N. Shadeland Avenue, Suite 3
Indianapolis, Indiana 46220

ARTICLE VII

Membership

The Corporation will have no members.

ARTICLE VIII

Manner of Election of Directors

The affairs of the Corporation shall be managed by a Board of Directors. The method of the election, resignation and removal of directors, the method of filling vacancies on the Board of Directors, and the term(s) of directors shall be provided by the Bylaws of the Corporation.

ARTICLE IX

Compensation

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

ARTICLE X

Indemnification

The directors of the corporation shall be immune from liability of the corporation to the fullest extent permitted by law. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

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The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Jacksonville, Duval County, Florida, this 29th day of June, 1995.

RAX CO.

By: 
Ralph R. Wickersham, Vice President

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REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Not For Profit Corporation Act, the following is submitted, in compliance with said statute:

That Alliance For Eye Care, U.S., Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named RAX CO., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further state that I am familiar with §607.0501, Florida Statutes.

RAX CO., a Florida corporation

By: Ralph R. Wickersham
Ralph R. Wickersham, Vice President

DATED: June 29, 1995

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