



100 HAYS STREET
TALLAHASSEE, FL 32301
904-224-0171
904-224-0103
800-342-8080

P500051563

ACCOUNT NO. : 072100000032

REFERENCE : 629760 3273E

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 131.25

ORDER DATE : June 30, 1995

ORDER TIME : 10:42 AM

ORDER NO. : 629760

CUSTOMER NO: 3273E

CUSTOMER: Karen Bohn, Legal Assistant
BAKER & HOSTETLER

Suite 2300, Sunbank Center
200 South Orange Avenue
Orlando, FL 32801

RUSH WILL WAIT

500001528135

DOMESTIC FILING

NAME: EYE CENTERS OF CORAL GABLES,
P.A.

☒ 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: Carol M. Mensal

EXAMINER'S INITIALS:

T. BROWN JUL - 3 1995

FILED
95 JUN 30 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W95-13349



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 30, 1995

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: EYE CENTERS OF CORAL GABLES, P.A.
Ref. Number: W95000013349

We have received your document for EYE CENTERS OF CORAL GABLES, P.A. and the authorization to debit your account in the amount of \$131.25. However, the document has not been filed and is being returned for the following:

The specific nature of business of the professional association must be stated in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 395A00032150

**Articles of Incorporation
of
EYE CENTERS OF CORAL GABLES, P.A.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Duration

The name of the Corporation is EYE CENTERS OF CORAL GABLES, P.A. The duration of the Corporation is perpetual. This Corporation shall begin its corporate existence as of the 30th day of June, 1995.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 250 South Park Avenue, Suite 600, Winter Park, Florida 32789.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 2300 Sun Bank Center, 200 South Orange Avenue, in the City of Orlando, County of Orange. The name of the registered agent at such address is A.G.C. Co.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, all purposes in connection with the operation of an ophthalmic clinic.
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 Business Corporation Act and Chapter 621 of the Florida Statutes.

ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 100,000 shares of Common Stock ("Common Stock"), \$0.01 par value per share.

ARTICLE VI

Incorporator

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

<u>Name</u>	<u>Address</u>
A.G.C. Co.	2300 Sun Bank Center 200 South Orange Avenue Post Office Box 112 Orlando, Florida 32802

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the person who shall serve as the sole director of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
G. Brock Magruder	250 South Park Avenue Suite 600 Winter Park, Florida 32789

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

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

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

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 Orlando, Orange County, Florida, this 29th day of June, 1995.

A.G.C. Co.

By: G. Thomas Ball
G. Thomas Ball
Vice President

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this
29th day of June, 1995, by G. Thomas Ball of A.G.C. Co., an Ohio
corporation, on behalf of the corporation. He is personally known
to me or has produced _____ as
identification.

(NOTARY SEAL)

Karen L. Bohn
(Notary Signature)

Karen L. Bohn
(Notary Name Printed)
NOTARY PUBLIC
Commission No. _____



KAREN L. BOHN
MY COMMISSION # CC434547 EXPIRES
September 10, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

D:\22898\95002\ARTICLES.EYE
06\29\95.klb

REGISTERED AGENT CERTIFICATE

FILED
95 JUN 30 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

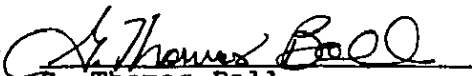
That EYE CENTERS OF CORAL GABLES, P.A., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named A.G.C. Co., located at said registered office, as its registered 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 states that it is familiar with §607.0501, Florida Statutes.

A.G.C. Co.

By:


G. Thomas Ball
Vice President

DATED: June 29, 1995

P95000051563

20 HAYS STREET
ATLANTA, GA 30303
904-222-0191 FAX

RECEIVED

NOV 10 1995



ACCOUNT NO. : 0721000000012
REFERENCE : 706150 140764A
AUTHORIZATION : *Patricia Pizito*
COST LIMIT : \$ 35.00

ORDER DATE : October 10, 1995

ORDER TIME : 10:53 AM

ORDER NO. : 706150

CUSTOMER NO: 140764A

CUSTOMER: Linda Bittner, Legal Asst
American Ophthalmic, Inc.
Suite 800
250 South Pine Avenue
Winter Park, FL 32789

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

55 OCT 23 PM 2:07

FILED

00001617026

Lydia Lott
AUTHOR: *Lydia Lott*

CORRE: *Lydia Lott*

DATE: *10/23/95*

DOC: *DC*

NAME: EYE CENTERS OF CORAL GABLES, INC.

CHANGE OF AGENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY

CONTACT PERSON: LYDIA LOTT

PIA Change
10/23/95
DC

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State Florida.

1a. The name of the corporation is: EYE CENTERS OF CORAL GABLES, INC. P.A.

1b. Date of Incorporation: 6/30/95 Document number P95000051563

2. The name and address of the current registered agent and office:

A.G.C. CO. 200 S. ORANGE AVE., STE 2300, ORLANDO, FL 32802

3. The name and address of the new registered agent and office:

(P.O. Box Not Acceptable)

CORPORATION SERVICE COMPANY 1201 HAYS STREET, TALAHASSEE, FL 32301

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Connie G. Fealey
SIGNATURE

10/5/95

DATE

CONNIE G. FEALEY, Treasurer +VP
Typed or printed name and title

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE BY: Karen B. Rozar as its agent
(Registered Agent)

DATE 10/17/95 Karen B. Rozar