

HILDA M. PORRO  
ATTORNEY AT LAW

13857 WELLINGTON TRACE, SUITE D-1, WEST PALM BEACH, FL 33414  
(407) 798-3994 • FAX 795-0579

P95000055017

July 11, 1995

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

500001537235  
-07/13/95--01079--016  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: FRED BROWN, O.D., P.A.  
ARTICLES OF INCORPORATION

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, and check payable to the Department of State in the amount of \$70.00.

FROM: Hilda M. Porro, Esq.  
13857 Wellington Trace  
Suite D-1  
West Palm Beach, FL 33414  
(407) 798-3994

SHARON L. TALA

JUL 18 1995

FILED  
95 JUL 13 AM 10:40  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**FRED BROWN, O.D., P.A.**

FILED  
\$5 JUL 13 AM 10:10  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I - NAME**

The name of this corporation is FRED BROWN, O.D., P.A..

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business as an optometrist.

**ARTICLE IV - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be: 1744 Wiltshire Village, West Palm Beach, Florida 33414.

**ARTICLE V - CAPITAL STOCK**

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

**ARTICLE VI - PRE-EMPTIVE RIGHTS**

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

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 13857 Wellington Trace, Suite D-1, West Palm Beach, Florida 33414 and the name of the initial registered agent of this corporation at that address is Hilda M. Porro.

#### ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than five.

The name and address of the initial Board of Directors of the corporation is:

Fred Brown, O.D.  
1744 Wiltshire Village  
West Palm Beach, FL 33414

#### ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these articles is: Fred Brown, O.D., 1744 Wiltshire Village, West Palm Beach, FL 33414.

#### ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

#### ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 12<sup>TH</sup> day of July, 1995.

*Fred Brown*  
FRED BROWN, Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 12<sup>TH</sup> day of July, 1995, by FRED BROWN, who is personally known to me or who has produced *driver's license* as identification and who did <sup>not</sup> take an oath.

Notary Public;  
Sign *Cheryl Lee Hoste*  
Print CHERYL LEE HOSTE  
State of Florida at Large  
My Commission Expires:



CHERYL LEE HOSTE  
MY COMMISSION # CC 186330 EXPIRES  
April 28, 1996  
BONDED THRU TROY FAIR INSURANCE, INC.

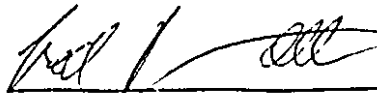
**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

95 JUL 13 11:10 AM  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the under-signed corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is FRED BROWN, O.D., P.A..
2. The name and address of the registered agent and office is:

HILDA M. PORRO, ESQ.  
13857 Wellington Trace  
Suite D-1  
West Palm Beach, Florida 33414



FRED BROWN, O.D., Incorporator

Date:

2/11/95

Having been named to accept service of process for the above named 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 performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Hilda M. Porro, Registered Agent

Date:

7/10/95