



GROSSMAN & GOLDMAN, P.A.
ATTORNEYS AT LAW

LAKE WYMAN PLAZA, SUITE 411
14024 NORTH FEDERAL HIGHWAY, BOCA RATON, FLORIDA 33433
BOCA RATON (407) 342-0048 FAX (407) 342-1120

P95000056123

HOWARD S. GROSSMAN
President of Grossman & Goldman, P.A.
RICHARD J. GOLDMAN
OF COUNSEL

July 13, 1995

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

200001539332
-07/18/95--01020--018
***131.25 ***131.25

Re: Kenneth E. Maller, P.A., Inc.

Dear Sir/Madam:

Enclosed for filing please find the Articles of Incorporation for Kenneth E. Maller, P.A., Inc., along with a check in the amount of \$131.25 as payment for the filing fee, including the designation of a registered agent, a certified copy of the Articles, and a Certificate of Status.

Please return to our office the certified copy of the Articles, and the Certificate of Status in the enclosed self-addressed stamped envelope.

If you have any questions, or need any additional information, please do not hesitate to contact me.

Sincerely,


Howard S. Grossman

HSG:cam
Enclosures
cc: Mr. Kenneth E. Maller

REGISTER JUL 20 1995

 GAVE

AUTHORIZATION BY PHONE TO

CORRECT P.A. Purpose

DATE 7/19/95

DOC EXAM Nous Brown

FILED
95 JUL 17 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
KENNETH E. MALLER, P.A., INC.

FILED
95 JUL 17 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is KENNETH E. MALLER, P.A., INC., and the mailing address shall be 6810 N.W. 75th Court, Parkland, FL 33067.

ARTICLE II - DURATION

This Corporation is to exist perpetually.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this Corporation is to engage in any and all business or other lawful activity permitted under the laws of the State of Florida. This professional association will be rendering the services as an optometrist under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

(1) The maximum number of shares of stock that this Corporation is authorized to issue to have outstanding at any one time is SEVEN THOUSAND, FIVE HUNDRED (7,500.00) shares of common stock having a par value of ONE DOLLAR (\$1.00) per share.

(2) The capital stock may be paid for by the property, labor or services, at a just valuation to be fixed by the Incorporators, or by the Directors at a meeting called for such purpose, or at the organizational meeting.

(3) Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services to be fixed by the Directors of the company. Stock in other corporations or ongoing businesses may be purchased by the Corporation in return for the issuance of its capital stock, and said purchase shall be on such basis and for such considerations and the issuance of so much of the capital stock as the Directors of the company may decide.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2424 N. Federal Highway, Suite 411, Boca Raton, 33431 and the name of the initial registered agent of this corporation at that address is Howard S. Grossman, Esq.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be diminished to less than one (1). The name and address of the initial director of this corporation is:

NAME	ADDRESS
Kenneth E. Maller	6810 N.W. 75th Court Parkland, FL 33067

ARTICLE VII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX - TERMINATION

The Corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of all debts of the Corporation, be distributed to the Shareholders in proportion to the number of shares of stock in the Corporation which each Shareholder then owns.

ARTICLE X - INCORPORATOR

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

NAME
Kenneth E. Maller

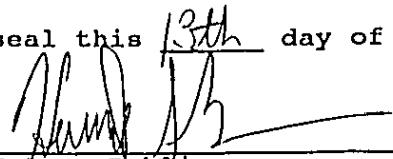
ADDRESS
6810 N.W. 75th Court
Parkland, FL 33067.


KENNETH E. MALLER

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, this day personally appeared KENNETH E. MALLER, who is personally known to me or who has produced _____ (type of identification), as identification, who first being duly sworn on oath by me, says: that he has executed the foregoing, and that he signed same for the intent and purposes contained herein.

WITNESS, my hand and official seal this 13th day of July, 1995.


Notary Public
State of Florida at Large

My Commission Expires:



HOWARD S. GROSSMAN
MY COMMISSION # 00372220 EXPIRES
April 22, 1998
BONDED THIRD PARTY FIDELITY GUARANTEE - FID

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT FOR
KENNETH E. MALLER, P.A., INC.

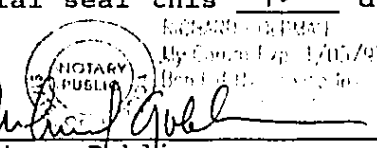
Having been named registered agent to accept service of process for the above-named corporation at the place designated in the Articles of Incorporation for KENNETH E. MALLER, P.A., INC., HOWARD S. GROSSMAN, ESQ. hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of such duties.


HOWARD S. GROSSMAN, ESQ.

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, this day personally appeared HOWARD S. GROSSMAN, ESQ. who is personally known to me or who has produced _____ (type of identification), as identification, who first being duly sworn on oath by me, says: that he has executed the foregoing, and that he signed same for the intent and purposes contained herein.

WITNESS, my hand and official seal this 13th day of July, 1995.


Notary Public
State of Florida at Large

My Commission Expires:

FILED
95 JUL 17 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA