

1501 HAYS STREET

800-142-8086



9500058480

ACCOUNT NO. : 072100000032

REFERENCE : 649644. 3273E

AUTHORIZATION : *Patricia Lopez*

COST LIMIT : 9 122.50

ORDER DATE : July 27, 1995

ORDER TIME : 1:0 PM

ORDER NO. : 649644

2000001548212

CUSTOMER NO: 3273E

CUSTOMER: Karen Bohn, Legal Assistant
BAKER & HOSTETLER

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

DOMESTIC FILING

NAME: AMERICAN OPHTHALMIC OF CENTRAL
FLORIDA, INC.

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

T. BROWN JUL 28 1995

FILED
JUL 27 11:02
JUL 27 11:02
JUL 27 11:02

Articles of Incorporation
of

AMERICAN OPHTHALMIC OF CENTRAL FLORIDA, INC.

FILED
95 JUL 27 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Duration

The name of the Corporation is AMERICAN OPHTHALMIC OF CENTRAL FLORIDA, 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 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.

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 names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
Thomas R. Whatley, Jr.	250 South Park Avenue Suite 600 Winter Park, Florida 32789
Mitchell G. Billing	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

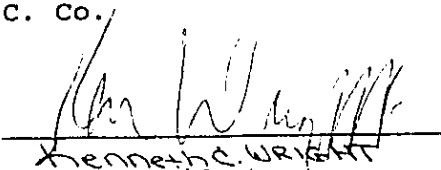
If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock 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 26th day of July, 1995.

A.G.C. Co.

By:


Kenneth C. WRIGHT
Vice President

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this
26th day of July, 1995, by KENNETH C. WRIGHT 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, 1996
BONDED THRU TROY FAIR INSURANCE, INC.

D:\22898\95002\ARTICLES.CEN
07\26\95.klb

REGISTERED AGENT CERTIFICATE

FILED
95 JUL 27 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

That AMERICAN OPHTHALMIC OF CENTRAL FLORIDA, 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 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: 

Vice President

DATED: July 26, 1995

P9500058480

201 JAS 5 11
ALBUQUERQUE 1230
904 222-0171
904 222-0191 FAX
ALBUQUERQUE, NM 87103



PRINTED MAIL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. 001 001 0000000000

REFERENCE 001 001 000 14000000

AUTHENTICATED BY Patricia Pizotti

ORDER DATE 01/24/95

ORDER TIME 10:43 AM

ORDER NO. 000100

CUSTOMER NO. 14000000

14000000 14000000 14000000 14000000
14000000 14000000 14000000 14000000
14000000 14000000 14000000 14000000
14000000 14000000 14000000 14000000

0000000000000000

Lydia Lott
N/A McVint
DATE 1/24/95
DOC. 1/24/95
NAME: AMERICA AN OPTHALMI OF ENIKAL
FLORIDA, IN.

PLEASE RETURN THE FOLLOWING ATTACHED TO THE FOLLOWING

PREPARED COPY
PLAIN TAMPED COPY

CONTACT NO. 001 001 0000000000

FILED
95 OCT 23 PM 2:08
SEC. 1111 STATE
TALLAHASSEE FLORIDA

FA 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: AMERICAN OPHTHALMIC OF CENTRAL FLORIDA, INC.

1b. Date of incorporation: 7/27/95 Document number P95000058480

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 S. Farnley
SIGNATURE
10/15/95
DATE

Connie G. Farnley, Treasurer
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:

DATE

Karen B. Ragar
(Registered Agent)

10-17-95 Karen B. Ragar

★
CAPITOL CORPORATE SERVICES, INC.

P95000058480

December 26, 1996

FLORIDA SECRETARY OF STATE
P. O. Box 6327
Tallahassee, FL 32314

Attn: Corporate Filing Dept.

Re: AMERICAN OPHTHALMIC OF CENTRAL FLORIDA, INC.

Dear Filing Clerk:

400002043964--8

-01/03/97--01026--004

*****35.00 *****35.00

Enclosed please find a Statement of Change of Registered Office/Agent, for the above referenced name, which is to be filed in your office. I have enclosed check # 0991 in the amount of \$ 35.00 for the filing fee. After filing please return to me the file-stamped copy in the enclosed self-addressed envelope. If you have any questions please contact me at 800-472-0544.

Thank you,

Delanie Lundgren

Delanie Lundgren

enclosures

RECEIVED
TALLAHASSEE, FLORIDA

97 JAN -2 AM 11:17

FILED

5/13
RA cl.

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: AMERICAN OPHTHALMIC OF CENTRAL FLORIDA, INC.

1b. Date of incorporation: 07/27/95 Document number P95000058480

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

1201 Hays Street, Tallahassee, FL 32301-2525

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

NRAI Services, Inc.

526 East Park Avenue, Tallahassee, Florida 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.

Richard J. D'Amico
SIGNATURE
December 17, 1996
DATE

* Richard J. D'Amico, Vice President
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.

NRAI Services, Inc.
SIGNATURE By: *DeLaney Lundgren, asst.*
(Registered Agent) DEC.
DATE 12-26-96