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PLEASE REPLY TO
JACKSONVILLE OFFICE

January 3, 1996

Handwritten: P60003172

Division of Corporations
Corporate Records Bureau
Department of State
P.O. Box 6127
499 E. Gandy Street
Tallahassee, Florida 32309

500001681615
-01708796--01070--019
***122.50 ***122.50

Re: Articles of Incorporation of
Jeffrey D. Shearer, O.D., P.A.

Dear Sir/Madam:

Enclosed are the following items:

1. The original and one copy of the Articles of Incorporation of Jeffrey D. Shearer, O.D., P.A.
2. The original and one copy of Registered Agent's Certificate.
3. A check made payable to the Secretary of State in the amount of \$122.50 in payment of the filing fee required for the Articles and the fee required for providing a certified copy thereof.

Please file the Articles of Incorporation effective January 1, 1996, and certify the enclosed copy of the Articles and return them to me. Thank you for your assistance.

Sincerely,

Handwritten signature: Deborah A. Ferguson

Deborah A. Ferguson, CLA
Certified Legal Assistant

55318/Enclosures

FILED
96 JAN -8 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN JAN 10 1996

ARTICLES OF INCORPORATION
OF
JEFFREY D. SHEARER, O.D., P.A.

FILED
96 JAN -8 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, an optometrist duly licensed to render professional services as such in the State of Florida, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a professional service corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation is JEFFREY D. SHEARER, O.D., P.A.

ARTICLE II: PRINCIPAL OFFICE OR MAILING ADDRESS

The principal office of the corporation is located at 9968 Baymeadows Road, Jacksonville, Florida 32256, and the mailing address of the corporation is 9968 Baymeadows Road, Jacksonville, Florida 32256.

ARTICLE III: BUSINESS, OBJECTS OR PURPOSES

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be as follows:

(a) To engage in every phase and aspect of the business of rendering to the public the same professional services that a duly licensed optometrist under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through the corporation's officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice optometry;

(b) To invest its funds in real estate, mortgages, stocks, bonds or any other type of investments and to own real and personal property necessary for the rendering of the above-described professional services;

(c) In general, to have and exercise all powers conferred by the laws of Florida upon professional service corporations, and to do any things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE IV: DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

ARTICLE V: CAPITAL STOCK

(a) Authorized Capital. The total number of shares that may be issued by the corporation is 100,000 having a par value of \$.10 per share. Each of the shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of the capital stock may be paid for in cash or in property at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid fully for and shall be nonassessable.

(b) Capital Stock. The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.

(d) Preemptive Rights. Shareholders shall have no preemptive rights.

(e) Cumulative Voting. Cumulative voting shall not be permitted.

(f) Limitation on Issuance. Each shareholder must be duly licensed or otherwise legally authorized to practice optometry in the State of Florida.

(g) Voting Trusts. No shareholder shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his or her stock.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is One Independent Drive, Suite 2600, Jacksonville,

to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that (s)he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any director of this corporation who is also a director or officer of such other corporation or member of such firm, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if (s)he were not such officer or director of such other corporation or member of such firm, or not so interested.

ARTICLE X: RESTRAINT ON ALIENATION OF SHARES

The shareholders of this corporation shall have the power to include in the bylaws, adopted by a majority of the shareholders, any regulatory or restrictive provisions regarding the proposed sale, hypothecation, transfer or other disposition of any of the outstanding shares of this corporation by any of its shareholders. The shareholders of the corporation and the corporation shall also have the power to so regulate and restrict the transferability of the outstanding shares by contract among the shareholders or between the shareholders and the corporation, provided such contract is filed with the Board of Directors of the corporation. The form, terms and conditions of any such regulatory or restrictive bylaws or contract shall be determined by the shareholders of this corporation, but such restrictions shall not affect the rights of third parties without actual notice thereof unless existence of such provisions shall be noted conspicuously upon the certificate evidencing ownership of such stock. No shareholder of this corporation may sell, hypothecate or otherwise transfer his or her shares therein except to another individual who is eligible to be a shareholder of this corporation.

ARTICLE XI: BYLAWS

(a) Adoption of Bylaws. The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaws or amendment thereto as adopted by the Board of Directors may be altered, amended, or repealed by vote of the shareholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by vote of the shareholders. No bylaw which has been altered, amended or adopted by such a vote of the shareholders may be altered, amended or repealed by vote of the directors.

(b) Scope of Bylaws. The bylaws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided the same are not inconsistent with the provisions of these Articles of

Incorporation, or contrary to the laws of this state or of the United States.

ARTICLE XII: AMENDMENT OF ARTICLES OF INCORPORATION

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 the shareholders herein are subject to this reservation.


ARTICLE XIII: INCORPORATOR

The name and street address of the incorporator of this corporation are:

Jeffrey D. Shearer

9968 Baymeadows Road
Jacksonville, FL 32256

IN WITNESS WHEREOF, I have made, signed and hereby acknowledge these Articles of Incorporation this 1st day of ~~December, 1995.~~ January, 1996.


Jeffrey D. Shearer

CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
96 JAN -8 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That JEFFREY D. SHEARER, O.D., P.A., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Incorporation, at City of Jacksonville, County of Duval, State of Florida, has named Clay B. Tousey, Jr., located at One Independent Drive, Suite 2600, City of Jacksonville, County of Duval, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE DESIGNATED AGENT)

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Clay B. Tousey, Jr.
(Resident Agent)