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ALABAMA 36104
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DIVISION OF CORPORATION

CSC networks
PROFESSIONAL
FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 800952 4385783

AUTHORIZATION :

Patricia Pizitz

COST LIMIT : \$ 122.50

ORDER DATE : January 12, 1996

ORDER TIME : 10:58 AM

ORDER NO. : 800952

CUSTOMER NO: 4385783

600001688606

CUSTOMER: Linda Bittner, Legal Asst
AMERICAN OPHTHALMIC, INC.

Suite 600
250 South Park Avenue
Winter Park, FL 32789

DOMESTIC FILING

NAME: MMLW PROPERTIES, INC.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rotar

EXAMINER'S INITIALS:

FILED
96 JAN 12 PM 4:27
TOLSON, L. L. ELLISON

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Incorporation
of
MMLW PROPERTIES, INC.**

ARTICLE I

Name and Duration

The name of the Corporation is MMLW PROPERTIES, INC. The duration of the Corporation is perpetual. This Corporation shall begin its corporate existence as of the 12TH day of January, 1996 the date of filing with 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, FL 32789.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 1201 Hays Street. Tallahassee, FL 32301. The name of the registered agent at such address is Corporation Service Company.

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 s-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 s-corporation by the Florida Business Corporation Act.

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>
Kathryn L. Sweers	250 South Park Avenue Suite 200 Winter Park, Florida 32789

ARTICLE VI

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>
G. Brock Magruder, Sr., M.D.	250 South Park Avenue Suite 200 Winter Park, Florida 32789
G. Brock Magruder, Jr., M.D.	250 South Park Avenue Suite 200 Winter Park, Florida 32789
John Lehr, M.D.	250 South Park Avenue Suite 200 Winter Park, Florida 32789
Thomas R. Whitley Jr.	250 South Park Avenue Suite 200 Winter Park, Florida 32789

ARTICLE VII

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 VIII

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 IX

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 X

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.

Signatures Appear on Following Page

DATED at Winter Park, Orange County, Florida, this 11th day of January, 1996.

By: Kathryn Sweerwa
Kathryn Sweerwa

STATE OF FLORIDA)
) SS.
COUNTY OF _____)

The foregoing instrument was acknowledged before me this 11th day of January, 1996, by Kathryn Sweer, incorporator of MMLW Properties, Inc., an s-corporation, on behalf of the corporation. She is personally known to me or has produced _____ NA _____ as identification and did (did not) take an oath.

(NOTARY SEAL)



MICHELLE SUE MATHEY
My Comm Exp. 7/09/96
Bonded By Service Ins
No. CC213844
☐ Personally Known ☐ Other I.D.

Michelle S. Mathey
(Notary Signature)

Michelle S. Mathey
(Notary Name Printed)

NOTARY PUBLIC
Commission No. CC213844

Corporation Service Company hereby accepts and is familiar with the duties of being Registered Agent.

Karen B. Rozar
Karen B. Rozar, as agent for
Corporation Service Corporation

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ORANGE COUNTY, FLORIDA