

P96000100316



December 9, 1996

James M. Shuta
Attorney At Law

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
409 East Gaines Street
Tallahassee, Florida 32301

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RE: OPTOMETRIC PHYSICIANS GROUP, P.A.

Gentle(wo)men:

Enclosed is the original and one copy of the following documents which are submitted to you for the purpose of incorporating this business:

1. Articles of Incorporation
2. Registered Agent Certificate

Also enclosed is a check in the amount of \$122.50 for the following:

- | | |
|--------------------------------|---------|
| 1. Corporate Filing Fee | \$35.00 |
| 2. Registered Agent Filing Fee | \$35.00 |
| 3. Certified Copy | \$52.50 |

Please return the certified copy of the Articles of Incorporation to me after recording.

Please note that this Corporation commences business upon the 9TH DAY OF DECEMBER, 1996 as stated in Article XXI of the enclosed Articles of Incorporation.

Thank you for your continued assistance.

Sincerely,

James M. Shuta
Board Certified Tax Attorney

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 11 PM 12:06

12/12/96

EFFECTIVE DATE

12/9/96

ARTICLES OF INCORPORATION
OF

OPTOMETRIC PHYSICIANS GROUP, P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 11 PM 12:06

The undersigned Subscriber to the herein styled Articles of Incorporation, a natural person competent to contract, and duly licensed by the State of Florida to practice as an optometrist, hereby makes, subscribes, acknowledges and files 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 Chapter 621, Florida Statutes, Professional Service Corporation Act, and other laws of the State of Florida.

ARTICLE I
Name

The name of this Corporation shall be:

OPTOMETRIC PHYSICIANS GROUP, P.A.

ARTICLE II
Purpose

This Corporation is organized for the following purposes:

(a) To engage in every phase and aspect of the general practice of optometry, and rendering the same professional services to the public that an optometrist duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice medicine herein and for the purposes of transacting any or all lawful business related thereto.

(b) To invest in real estate, mortgages, stocks, bonds, or any other type of investments.

(c) To own real and personal property necessary for the rendering of the above professional services.

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

ARTICLE III
Common Stock

(a) The total number of shares of common stock authorized to be issued by the Corporation shall be Ten Thousand (10,000) shares. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of said common stock may be paid in money or in property (other than stock and securities) 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 fully paid and shall be nonassessable.

(b) In the election of directors of this Corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

(c) The holders of the stock of the Corporation shall not have the preemptive right to subscribe for and purchase any proportionate share of any additional stock issued by the Corporation from and after issuance of the shares originally subscribed for by the shareholders of this Corporation, whether such additional shares be issued for cash or property and whether or not such shares be presently authorized or be authorized by subsequent amendment of these Articles of Incorporation.

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

(e) 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 stock.

ARTICLE IV
Restraint on Alienation of Shares

The shareholders of this Corporation shall have the power to include in the By-Laws of this Corporation or in a separate agreement among the shareholders and/or the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of stock of this Corporation by any of its shareholders, or in the event of the death, disability or retirement of any of its shareholders, provided such provisions are adopted by a three-fourths (3/4) majority of the shareholders. The manner and form, as well as relevant terms, conditions, and details hereof, shall be determined by the shareholders of this Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provision shall be plainly written upon the certificate evidencing ownership of said stock.

ARTICLE V
Right of Redemption

Each shareholder shall have the right to require the Corporation to redeem all of his shares. If such a shareholder serves written demand on the Corporation that it do so, the Corporation shall redeem all of his shares at a price and on the time schedule provided in the By-Laws or by separate agreement. If such redemption price and payment schedule is not stated in the By-Laws or a separate agreement, then the price shall be the prorata net book value thereof as of the last day of the month preceding such shareholder's request for redemption and the payment therefor shall be made in cash on receipt of shares.

ARTICLE VI
Dividends

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the Corporation. Dividends payable in shares of any class may be paid to the holders of shares of any other class.

ARTICLE VII
Shareholder's Action

Any action permitted or required to be taken by the shareholders of this Corporation may be taken at a meeting of the shareholders duly called as provided by law or without a meeting if consent in writing, setting forth the action taken, shall be signed by all persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as a part of the corporate records. Such consent shall have the same force and effect as unanimous vote of the shareholders, and may be stated as such in any certificate or document.

ARTICLE VIII
Capital to Begin Business

The amount of capital with which this Corporation will begin business will be a minimum of One Thousand (\$1,000.00) Dollars.

ARTICLE IX
Reduction in Stated Capital

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the Articles of Incorporation.

ARTICLE X
Board of Directors

The number of directors of this corporation shall initially be two (2). From time to time, the number of directors may be increased or diminished by resolutions adopted by the shareholders, but shall never be less than one (1). Subject to the By-Laws of the Corporation, meetings of the directors may be held within or without the State of Florida.

ARTICLE XI
First Board of Directors

The name and street address of the members of the First Board of Directors of this Corporation, who, subject to these Articles of Incorporation, the By-Laws of this Corporation and the laws of the State of Florida, shall hold office for the first year of existence of this Corporation, or until an election is held by the shareholders for the election of a permanent director or directors or until his or her successor or successors have been duly elected and qualified are:

| <u>Name</u> | <u>Address</u> |
|------------------------------|--|
| WILLIAM PRESTON BILLIG, O.D. | 1505 S. Howard Ave. Tampa, FL 33606 |
| DEBRA DAHLBERG BILLIG, O.D. | 1505 S. Howard Ave. Tampa, FL 33606 |

ARTICLE XII
Management

The business of the Corporation shall be managed by its Board of Directors. Directors of the Corporation shall be duly licensed optometrists under the laws of the State of Florida.

ARTICLE XIII
Removal of Directors

Any director of the Corporation may be removed at any annual or special meeting of the shareholders by the same vote as that required to elect a director.

ARTICLE XIV
Director's Compensation

The shareholders of this Corporation shall have the exclusive authority to fix the compensation of directors of this Corporation.

ARTICLE XV
Director's Action

Any action permitted or required to be taken by the directors of this Corporation may be taken at a meeting of the directors duly called as provided by law or without a meeting if written consent to the action in question is signed by all the directors and filed with the Minutes of the proceedings of the Board, whether done before or after the action so taken.

ARTICLE XVI
Additional Provisions

In furtherance and not in limitation of the powers conferred by Statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of this Corporation:

(a) If any officer, shareholder, agent or employee of this corporation rendering professional services to the public:

(1) Becomes legally disqualified to render professional services in this State;

(2) Is elected to a public office;

(3) Accepts employment that, pursuant to existing law, is a restriction or limitation upon his rendering professional services;

(4) Makes an assignment for the benefit of creditors;

(5) Files a voluntary petition in bankruptcy, or becomes the subject of an involuntary petition in bankruptcy;

(6) Attempts to sell, transfer, hypothecate or pledge any shares of stock in this corporation to any person, or in any manner prohibited by law or by these Articles of Incorporation or the By-Laws of this corporation;

(7) If any execution is levied upon, or any lien of any kind is imposed upon the shares of stock of any such shareholder;

(8) Upon the death or adjudication of incompetency of a shareholder;

(9) Upon the voluntary or involuntary severance of a shareholder as an officer, director, agent or employee of this Corporation,

then in any such events, the shareholder's employment with and financial interest in this Corporation shall cease forthwith, except to receive payment for such shares of stock in the Corporation as are owned by him and any other amounts that are lawfully due the shareholder by the Corporation. The shares of stock of such shareholder in this Corporation shall then and thereafter have no voting rights or stock rights of any kind or be entitled to any dividends which may be declared thereafter by this Corporation, and said stock of such shareholder shall be forthwith transferred, sold, pledged or redeemed at such price or value and only in such manner as shall be authorized or set forth in the By-Laws or by separate agreement adopted by the shareholders of this Corporation.

(b) No shareholder of this Corporation and no personal representative of a deceased or incompetent shareholder may sell or transfer any of such shareholder's shares of stock in this Corporation until after the proposed sale or transfer shall have been first approved at a shareholders meeting specifically called for such purpose, by such proportion, but not less than a majority of the outstanding stock, excluding the shares of stock proposed to be sold or transferred, as may be provided from time to time in the By-Laws adopted by the shareholder. At such shareholders meetings the stock proposed to be sold or transferred may not be voted or counted for any purpose.

(c) The Board of Directors, from time to time, shall determine whether and to what extent and at what times and places, and under what conditions and regulations the accounts and books of this Corporation, or any of them, shall be opened to the inspection of the shareholders, and no shareholder shall have any right to inspect any account or document of the corporation, except as conferred by Statute or authorized by the Board of Directors.

(d) The Board of Directors may prescribe a method or methods for replacement of lost certificates and may prescribe reasonable conditions by way of security upon the issue of new certificates herefor.

(e) This corporation shall have such officers as may from time to time be provided by the By-Laws, and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed therein or as may be determined from time to time by the Board of Directors, subject to the By-Laws.

ARTICLE XVII General Powers

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, the corporation shall have all the following powers:

(a) To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm, or corporation for the purpose of carrying on any business which the corporation has the direct or incidental authority to pursue.

(b) To enter into, for the benefit of its employees, one or more of the following:

- (1) a pension plan,
- (2) a profit sharing plan,
- (3) a stock bonus plan,
- (4) a thrift and savings plan,
- (5) a restricted stock option plan,
- (6) medical reimbursement plan,
- (7) insurance programs, or
- (8) other fringe benefit or incentive compensation plans.

ARTICLE XVIII Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

The directors and all of the shareholders of the Corporation shall have the power to amend these Articles of Incorporation to effect a change in the nature of the business and the objects and purposes of the Corporation provided in Article II herein, so that this Corporation shall have the power to conduct any business authorized by Chapter 607 of the Florida Statutes, provided all the directors and all the shareholders sign a written statement manifesting their intention that the amendment to these Articles of Incorporation therein set forth be made, and the said written statement is filed in the office of the Secretary of State in accordance with the provisions of Chapter 607 of the Florida Statutes. In the event of such changes of business purpose, this Corporation will not continue to render professional service to the public generally rendered by an optometrist.

ARTICLE XIX
Professional Relationship

Nothing contained in these Articles of Incorporation shall be interpreted to abolish, repeal, modify, restrict, or limit the law now in effect in this state applicable to the professional relationship and liabilities between the person furnishing the professional services and the person receiving such professional service and to the standards for professional conduct; provided, however, that any officer, agent, or employee of a corporation organized under this act shall be personally liable and accountable only for negligent or wrongful acts or misconduct committed by him, or by any person under his direct supervision and control, while rendering professional service on behalf of the Corporation to the person for whom such professional services were being rendered; and provided further that the personal liability of shareholders of a Corporation organized under this act, in their capacity as shareholders of such Corporation, shall be no greater in any aspect than that of a shareholder-employee of a corporation organized under Chapter 607. The corporation shall be liable up to the full value of its property for any negligent or wrongful acts or misconduct committed by any of its officers, agents, or employees while they are engaged on behalf of the corporation in the rendering of professional services.

ARTICLE XX
Principal Office, Mailing Address and Registered Agent

Principal Office - The initial principal office of the Corporation will be located at:

1505 S. Howard Ave.
Tampa, Fl. 33606

Mailing Address - The mailing address of the Corporation in the State of Florida is:

1505 S. Howard Ave.
Tampa, FL 33606

Initial Registered Agent - The registered agent of the Corporation at the principal office of the Corporation is:

WILLIAM PRESTON BILLIG, O.D.

ARTICLE XXI
Existence of Corporation

This Corporation shall commence business on December 9, 1996, and shall exist perpetually thereafter unless dissolved according to law.

ARTICLE XXII
Subscriber

The name and mailing address of the Subscriber to these Articles of Incorporation, who is an optometrist duly elected to serve under the laws of the State of Florida to render services as such, is as follows:

Name

Address

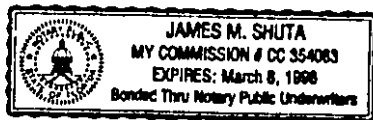
WILLIAM PRESTON BILLIG, O.D. 1505 S. Howard Ave.
Tampa, FL 33606

IN WITNESS WHEREOF, the subscribing Incorporator has hereunto set his hand and seal this 9th day of December, 1996.

William Preston Billig (SEAL)
WILLIAM PRESTON BILLIG, O.D.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on the 9th day of December, 1996, the foregoing Articles of Incorporation was acknowledged before me by WILLIAM PRESTON BILLIG, O.D., (X) who is personally known to me or () who produced _____ as identification and who () did or (X) did not take an oath.



James M. Shuta
Notary Public, State of Florida

JAMES M. SHUTA
(Printed Name)

My Commission Expires: _____

Commission No. _____

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE


FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 DEC 11 PM 12:06

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned 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 corporation name is OPTOMETRIC PHYSICIANS GROUP, P.A.
2. The name and address of the registered agent and office is:

WILLIAM PRESTON BILLIG, O.D.
1505 S. Howard Avenue
Tampa, FL 33606



WILLIAM PRESTON BILLIG, O.D.
Incorporator
Date: December 9, 1996

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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



WILLIAM PRESTON BILLIG, O.D.
Registered Agent
Date: December 9, 1996