

1201 DAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0171 FAX

800-342-8086



96000012977

ACCOUNT NO. : 072100000032

REFERENCE : 037439 4346980

AUTHORIZATION :

Patricia Pyjute

COST LIMIT : \$ 122.50

300001710093

ORDER DATE : February 8, 1996

ORDER TIME : 9:35 AM

ORDER NO. : 037439

CUSTOMER NO: 4346980

CUSTOMER: PATTY M.
KALISH & WARD

Suite 4100
101 East Kennedy Boulevard
Tampa, FL 33602

RECEIVED
96 FEB -8 AM 10:05
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: SUNSHINE VISION NETWORK, INC.

EFFECTIVE DATE:

X ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: GLS

EXAMINER'S INITIALS: T. BROWN FEB 12 1996

FILED
96 FEB -8 AM 7:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]

[Handwritten scribbles]



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 8, 1996

CSC Networks

RECEIVED
96 FEB -9 PM 3:26
DIVISION OF CORPORATIONS

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: SUNSHINE VISION NETWORK, INC.
Ref. Number: W96000002958

We have received your document for SUNSHINE VISION NETWORK, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

In reviewing our records, we note there is a(n) SUNSHINE VISION NETWORK, INC., Document number N94000003280, in existence.

Because of the similarities between the existing corporation and the one you are now seeking to file with us, and because it is our duty to assure that all fees due this office in accordance with section 607.0130(2)(c), Florida Statutes, are collected, we are returning the articles of incorporation unfilled and must request you return the existing corporation to good standing by completing the enclosed reinstatement application and submitting it with the appropriate fees.

The fees to reinstate the corporation are as follows: \$175 reinstatement fee, \$61.25 filing fee per year for the years 1995 through the current year, \$138.75 supplemental fee for the years 1992 forward. The total fee to file the reinstatement is \$575.00, therefore, there is a balance of \$452.50 due. Add an additional \$8.75 for each certificate of status requested.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 896A00005630

resubmit

AFFIDAVIT

Before me, the undersigned authority, personally appeared Timothy R. Lorenzen, M.D., who first being duly sworn affirmed the following:

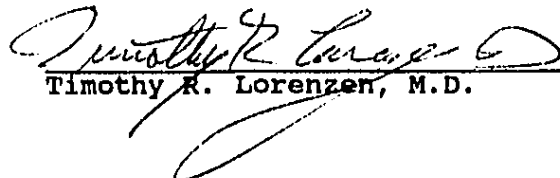
1. Timothy R. Lorenzen, M.D., is President of Sunshine Vision Network, Inc., a Florida not for profit corporation (Sunshine Vision), and is authorized to execute this Affidavit on behalf of Sunshine Vision and to bind Sunshine Vision to the provisions herein.

2. The principal office of Sunshine Vision is c/o Tampa Eye Clinic, 3000 West Dr. Martin Luther King, Jr. Boulevard, Tampa, Florida 33607.

3. Sunshine Vision was administratively dissolved by the Secretary of State, Division of Corporations, on August 25, 1995.

4. Sunshine Vision affirms that neither Sunshine Vision nor any of its directors, officers, or agents, nor anyone acting on its behalf will ~~make the above described dissolution~~ attempt in any way to reinstate the dissolved corporation.

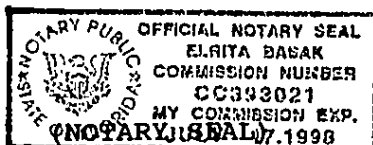
Further Affiant sayeth not.

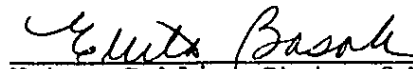

Timothy R. Lorenzen, M.D.

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 4 day of JANUARY, 1996, by Timothy R. Lorenzen, M.D., who is personally known to me or has produced _____ as identification.




Notary Public, State of Florida
ELRITA BASAK
[Print or Stamp Name]

My commission expires: 7/17/98

ARTICLES OF INCORPORATION
OF
SUNSHINE VISION NETWORK, INC.

FILED
96 FEB -8 AM 7:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE 1

Name

The name of this corporation shall be:

SUNSHINE VISION NETWORK, INC.

ARTICLE 2

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

c/o Tampa Eye Clinic
3000 W. Dr. Martin Luther King, Jr. Blvd.
Tampa, Florida 33607

ARTICLE 3

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock with a par value of \$.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services

Articles of Incorporation of
Sunshine Vision Network, Inc.
Page 2

actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

ARTICLE 4

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 101 East Kennedy Boulevard, Suite 4100, Tampa, Florida 33602, and the initial registered agent of this corporation at such office shall be William Kalish. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE 5

Board of Directors

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

ARTICLE 6

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of four members, such members to hold office until their successors have been duly elected and qualify. The name and street address of the initial directors are:

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Sunshine Vision Network, Inc.
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Stephen Weinstock, M.D.
1345 West Bay Drive
Suite 101
Largo, Florida 34640

Robert L. Kantor, M.D.
2111 Bee Ridge Road
Sarasota, Florida 34239

Gregory L. Henderson, M.D.
403 Vonderburg Drive
Brandon, Florida 33511

Timothy R. Lorenzen, M.D.
300 Martin Luther King, Jr. Boulevard
Tampa, Florida 33607

ARTICLE 7

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

William Kalish, Esq.
Kalish & Ward, P.A.
101 East Kennedy Boulevard
Tampa, Florida 33602

ARTICLE 8

Purposes and Duration

This corporation is being formed to develop and operate an organization which contracts on a statewide basis with physicians and third party payors and employer groups for vision services, supports the provision of managed health care services, and engages in any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This corporation shall have perpetual existence.

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Sunshine Vision Network, Inc.
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ARTICLE 9

By-Laws

The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

ARTICLE 10

Amendment of Articles of Incorporation

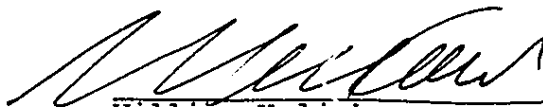
This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE 11

Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.


William Kalish

Articles of Incorporation of
Sunshine Vision Network, Inc.
Page 5

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUNSHINE VISION NETWORK, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, William Kalish, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 7th day of February, 1996.



William Kalish