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TO: DIVISION OF CORPORATIONS FROM: KRAMER, GREEN, ZUCKERMAN & KAHN, P.A

DEPARTMENT OF STATE
STATE OF FLORIDA
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TALLAHASSEE, FL 32399

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(((H96000002319))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: OPHTHALMIC TESTING SERVICES, INC.

FAX AUDIT NUMBER: H96000002319 CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/16/1996 TIME REQUESTED: 12:38:52

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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
OPHTHALMIC TESTING SERVICES, INC.**

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95 FEB 10 PM 4: 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the Corporation is **OPHTHALMIC TESTING SERVICES, INC.**

**ARTICLE II
DURATION**

The duration of the Corporation is perpetual.

**ARTICLE III
PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the State of Florida.

**ARTICLE IV
AUTHORIZED SHARES**

The aggregate number of shares which the Corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

Prepared by: Howard N. Kahn, Esq.
Fla. Bar No. 724416
KRAMER, GREEN, ZUCKERMAN & KAHN, P.A. .
4000 Hollywood Boulevard
Suite 485 South
Hollywood, FL 33021

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ARTICLE V
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of its initial registered agent is:

Christine A. Beebe
1609 SW 5th Place
Ft. Lauderdale, FL 33312

ARTICLE VI
DIRECTORS

The number of directors constituting the board of directors of the Corporation shall be determined in accordance with the by-laws, but shall not be less than one. The number of directors constituting the initial board of directors is two (2). The names and addresses of the persons to serve as members of the initial board of directors are:

Christine A. Beebe
1609 SW 5th Place
Ft. Lauderdale, FL 33312

Timothy B. Beebe
1609 SW 5th Place
Ft. Lauderdale, FL 33312

ARTICLE VII
INCORPORATOR

The name and address of the incorporator is:

Christine A. Beebe
1609 SW 5th Place
Ft. Lauderdale, FL 33312

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify each director, officer and shareholder of the Corporation against any and all liability and expense incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of

his being or having been an officer, director or shareholder of the Corporation to the full extent permitted by the laws of the State of Florida.

**ARTICLE IX
PRINCIPAL OFFICE**

The Initial street address of the principal office of the Corporation is:

1609 SW 5th Place
Ft. Lauderdale, FL 33312

Executed by the undersigned on the 13 day of February, 1996.

Christine A. Beebe
CHRISTINE A. BEEBE, INCORPORATOR

STATE OF FLORIDA }
 } S.S.
COUNTY OF BROWARD }

BEFORE ME personally appeared CHRISTINE A. BEEBE, to me well known to be the person described in and who subscribed the above Articles of Incorporation and she freely and voluntarily acknowledged before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth. She is personally known to me or produced Florida Drivers License as identification and she did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 13 day of Feb., 1996.



MELISSA LYNN ANDREWS
MY COMMISSION # CC414933 EXPIRES
October 20, 1998
BONDED THIRD PARTY FIDELITY INSURANCE, INC.

Melissa Lynn Andrews

NOTARY PUBLIC
Melissa Lynn Andrews
Typewritten Name of Notary
CC414933 Commission #
Charter Number

My Commission Expires: Oct. 20, 1998

FEB-18-00 FRI 12:52

KRAMER GREEN ZUCKERMAN K

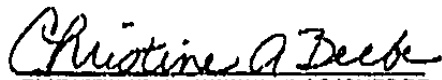
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ACKNOWLEDGMENT OF APPOINTMENT OF REGISTERED AGENT

Having been named the registered agent for the above Corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



CHRISTINE A. BEEBE, REGISTERED AGENT

kahn\beebe\opthal.aol

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