

1201 HAYS STREET
TALLAHASSEE, FL 32301
COST 24-00
9-AT&T 111 FAX

800-342-8086



ACCOUNT NO. # 072100000032

REFERENCE # 066374 4303929

AUTHORIZATION #

Patricia Pyzdek

COST LIMIT # \$ 122.50

ORDER DATE # March 1, 1996

ORDER TIME # 10:44 AM

ORDER NO. # 066374

200001729362

CUSTOMER NO: 4303929

CUSTOMER: Sheryl Cohen, Legal Assistant
GREENERG TRAUBIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: FOR HEALTH MANAGED CARE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Donna Kendrick

EXAMINER'S INITIALS:

FILED
96 MAR - 1 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN MAR - 1 1996

**ARTICLES OF INCORPORATION
OF
FOR HEALTH MANAGED CARE, INC.**

FILED
56 MAR -1 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is FOR HEALTH MANAGED CARE, INC., (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 285 West 74 Place, Hialeah, Florida 33014.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Capital stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is three, and the names and

addresses of the members of the Initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Philip Wolman
285 West 74 Place
Hialeah, Florida 33014

Jeffry Martin
285 West 74 Place
Hialeah, Florida 33014

Robert Messa
285 West 74 Place
Hialeah, Florida 33014

ARTICLE VII

The name of the Incorporator is Michael P. Levinson and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 28th day of February, 1996.


Michael P. Levinson, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of FOR HEALTH MANAGED CARE, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CORPORATION SERVICE COMPANY

BY: 
PATRICIA G. PIZZUTO as Agent for the
Registered Agent

Dated: 3/01/96

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-237-0000
904-237-0000 FAX

800-342-8086

P96000019152



ACCOUNT NO. : 072100000032

REFERENCE : 119041 4303929

AUTHORIZATION :

COST LIMIT : \$ 87.50

Patricia Pyatt

ORDER DATE : October 14, 1996

ORDER TIME : 10:08 AM

ORDER NO. : 119041-005

000001972480--S

CUSTOMER NO: 4303929

CUSTOMER: Ms. Myrna Norman-golinsky
Greenberg Traurig Hoffman
20th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC AMENDMENT FILING

NAME: HEALTH MANAGED CARE, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

FILED
96 OCT 14 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/15/96

RECEIVED
96 OCT 14 AM 11:33
DIVISION OF CORPORATION

DC

Amended & Restated w/ Name Change



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 14, 1996

CSC NETWORKS
Carina L. Dunlap

SUBJECT: FOR HEALTH MANAGED CARE, INC.
Ref. Number: F96000019152

RESUBMIT
Please give original
submission date as file date.

We have received your document for FOR HEALTH MANAGED CARE, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The Registered Agent appointment (page 3) is not required to be filed with the attached Amended and Restated Articles; Since our records reflect CORPORATION SERVICE COMPANY being the agent for the above corporation.

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) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 396A00046656

RECEIVED
96 OCT 15 AM 8 35
DIVISION OF CORPORATIONS

AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
FOR HEALTH MANAGED CARE, INC.

Original Articles of Incorporation filed
with the Florida Department of State on
March 1, 1996.

FILED
96 OCT 14 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Effective as of March 4, 1996 the Sole Incorporator and all of the Directors (prior to the issuance of any shares, shareholder action not being required), of **FOR HEALTH MANAGED CARE, INC.** (the "Corporation"), duly adopted the following amended and restated Articles of Incorporation pursuant to the provision of §607.1003 and §607.1007 of the Florida Business Corporation Act:

ARTICLE I

The name of the corporation is **FOR HEALTH MANAGED CARE, INC.**, (the "Corporation"), and the new name of the corporation shall be **FOR EYES MANAGED CARE, INC.**

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 285 West 74th Place, Hialeah, Florida 33014.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Capital stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent at such office is **Corporation Service Company**.

at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the Board of Directors is FOUR, and the names and addresses of the members of the Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

PHILIP WOLMAN
285 West 74th Place
Hialeah, FL 33014

JEFFRY MARTIN
285 West 74th Place
Hialeah, FL 33014

ROBERT MESSA
285 West 74th Place
Hialeah, FL 33014

CYNTHIA WOLMAN
285 West 74th Place
Hialeah, FL 33014

ARTICLE VII

The name of the Incorporator is MICHAEL P. LEVINSON and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

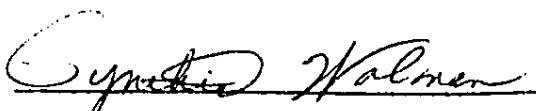
This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Sole Incorporator named above and all of the Directors, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 4th day of March, 1996.


PHILIP WOLMAN, Director


MICHAEL P. LEVINSON, Incorporator


JEFFRY MARTIN, Director


CYNTHIA WOLMAN, Director


ROBERT MESSA, Director

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of FOR HEALTH MANAGED CARE, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CORPORATION SERVICE COMPANY, Registered Agent

BY: Deborah D. Skipper
DEBORAH D. SKIPPER as Agent for the
Registered Agent

Dated: October 14th, 1998.