

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9177  
904-222-9178

800-342-8086



ORDER NO. : 071000000432

ORDER REFERENCE : 071015 101601

OUTFORTH SYSTEM :

CUSTOMER TYPE : 11981010

ORDER DATE : March 15, 1996

ORDER TIME : 10:43 AM

ORDER NO. : 071015

CUSTOMER NO. : 101601

CUSTOMER: Olga Molina, Legal Assistant  
SIDNEY BRODIE, ESQ

Penthouse 3  
2270 E. 6th Street  
Tallahassee, FL 32301

DOMESTIC FILING

NAME: R & S LYN, CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

100001734651  
-03/06/96--01096--007  
\*\*\*\*122.50 \*\*\*\*122.50

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

RECEIVED  
95 MAR -5 PM 12:28  
DIVISION OF CORPORATION

T. BROWN MAR 11 1996



Resubmit

FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 7, 1996

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: R & S EYE, CORP.  
Ref. Number: W9600005059

We have received your document for R & S EYE, CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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: 296A0001021

RECEIVED  
96 MAR -8 PM 1:25  
DIVISION OF CORPORATIONS

**ARTICLE OF CORPORATION**

**OF**

**P & N EYE, CORP.**

**ARTICLE I - NAME**

The name of this corporation is

**P & N EYE, CORP.  
150 SOUTH PINE ISLAND ROAD  
SUITE 105-B  
PLANTATION, FLORIDA 33324**

**ARTICLE II - DURATION**

This corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

The general nature of the business to be transacted by this Corporation shall be any and all activities permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of common stock with a par value of \$1.00 per share.

**ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

**FILED**  
**96 MAR -8 AM 8:49**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

#### ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street of the initial registered office of this corporation is 150 SOUTH PINE ISLAND ROAD, SUITE 105-B, PLANTATION, FLORIDA 33324 33126 and the name of the initial registered agent of this corporation at that address is Lee D. Glassman.

#### ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this corporation is:

RICHARD NORMAN, M.D.	150. S. PINE ISLAND RD., SUITE 105-B PLANTATION, FLORIDA 33324
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SCOTT PENN	"	"
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#### ARTICLE IX - INCORPORATOR

The name and address of the person signing theses articles is: Lee D. Glassman, 150 SOUTH PINE ISLAND ROAD, SUITE

105B, PLANTATION, FLORIDA 33324.

**ARTICLE X - BY-LAWS**

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

**ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount apposite his name:

RICHARD NORMAN, M.D.            100

SCOTT PENN                            100

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

**ARTICLE XII - INITIAL CAPITAL**

The amount of capital with which this corporation shall begin business is not less than (\$1,000.00) ONE THOUSAND DOLLARS.

**ARTICLE XIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporate powers shall be exercised by or under the

authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

#### **ARTICLE XIV - POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

#### **ARTICLE XV - DIRECTORS RESIDENCY AND COMPENSATION**

Directors of this corporation must be residents of the State of Florida.

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

#### **ARTICLE XVI - INITIAL DIRECTORS**

The name and street address of the member of the first Board of Director is:

RICHARD NORMAN, M.D.	150 SOUTH PINE ISLAND RD., SUITE 105B PLANTATION, FLORIDA 33324
----------------------	--

SCOTT PENN	"	"
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#### **ARTICLE XVII - REMOVAL OF DIRECTORS**

The shareholders of this corporation shall be entitled to remove any director from office during his term.

**ARTICLE XVIII - LIMITATION ON POWERS OF COMMITTEE**

In addition to other limitations imposed by law, no committee of directors of this corporation shall have or exercise the power of the Board of Directors to authorize any merger or dissolution.

**ARTICLE XIX - DIRECTOR QUORUM AND VOTING**

All of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote all of the directors present, or, if a director or directors have abstained from voting, shall be the act of the Board of Directors.

**ARTICLE XX - MEETINGS BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in special meeting of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

**ARTICLE XXI - 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 XXII - INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

**ARTICLE XXIII - SUB-CHAPTER "S" AND 1244 STOCK**

It is the intention of the undersigned incorporator to consent to the election under Internal Revenue Code, Section 1372 (a) and to be treated as a "Small Business Corporation" and the Plan to issue 1244 Stock in connection therewith shall be set forth in the By-Laws of this corporation.

**ARTICLE XXIV - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribed has executed these articles of incorporation, this 28th day of February, 1996.

  
\_\_\_\_\_  
LEE D. GLASSMAN, ESQ.  
INCORPORATOR AND SUBSCRIBER

STATE OF FLORIDA )  
COUNTY OF DADE )

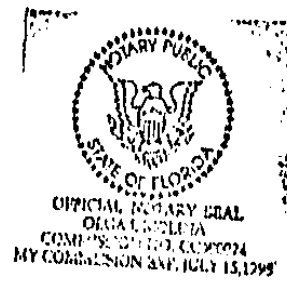
The foregoing instrument was acknowledged before me this 28th day of February, 1996, by LEE D. GLASSMAN, who has produced Florida driver's license, who executed the foregoing Article of Incorporation and who acknowledged before me that he executed those



Article of Incorporation and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 28th day of February, 1996.

Olga L. Molina  
NAME: OLGA L. MOLINA  
NOTARY PUBLIC-STATE OF FLORIDA  
MY COMMISSIONS EXPIRES:



**STATE OF FLORIDA**  
**DEPARTMENT OF STATE**

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE NAMING OFFICERS UPON WHOM PROCESS MAY BE  
SERVED AND NAMES AND ADDRESSES OF THE OFFICERS AND  
DIRECTORS

The following is submitted, in compliance with Chapter 48.091 Florida Statutes: P & N EYE, CORP., a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 150 SOUTH PINE ISLAND ROAD, SUITE 105B, PLANTATION, FLORIDA 33324, has named Lee D. Glassman, located at 150 SOUTH PINE ISLAND ROAD, SUITE 105B, PLANTATION, FLORIDA 33324 as its agent to accept service of process within this state.

**OFFICERS**

<u>NAME</u>	<u>TITLE</u>	<u>SPECIFIC ADDRESS</u>
RICHARD NORMAN, M.D.	PRESIDENT/ SECRETARY	150 South Pine Island Rd., Suite 105B Plantation, Fl. 33324
SCOTT PENN	VP/TREASURER	" "

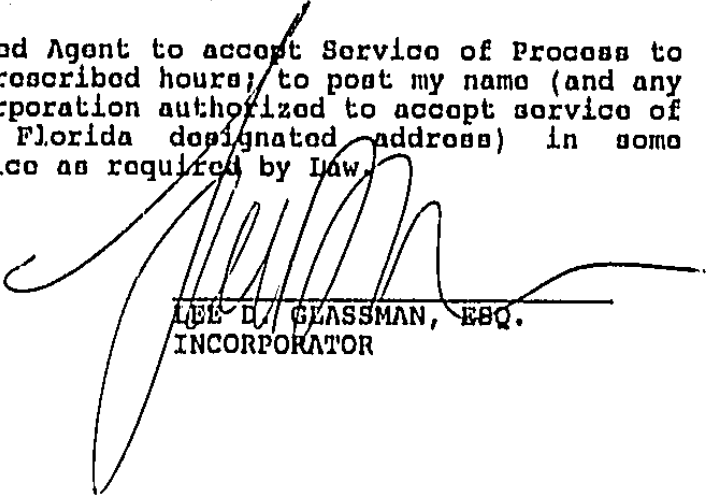
**DIRECTORS**

<u>NAME</u>	<u>SPECIFIC ADDRESS</u>
RICHARD NORMAN, M.D.	Same as Above
SCOTT PENN	Same as Above

**ACCEPTANCE:**

I agree as Registered Agent to accept Service of Process to keep office open during proscribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

Filing Fee: \$122.50



LEE D. GLASSMAN, Esq.  
INCORPORATOR

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

P96000021644

FILED  
96 NOV 12 AM 11:42  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

PLANTATION

November 6, 1996

Division of Corporation  
ATTN: Amendment Department  
P.O. Box 6327  
Tallahassee, Florida 32314

500002002575--0  
-11/13/96--01082--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: Resignation from P&N Eye Corporation

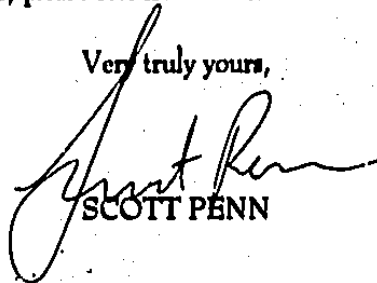
Dear Sir/Madam:

Please be advised that Scott Penn as vice-president and secretary of P&N Eye Corporation is hereby resigning. I have given written authorization to Dr. Richard Norman as President of same.

I have enclosed a check for \$35.00 for the processing of this matter.

Should you have any questions, please feel free to contact me.

Very truly yours,

  
SCOTT PENN

cc: P&N Eye Corporation

*Law Offices of  
Sidney J. Brodie*

150 SOUTH PINE ISLAND ROAD  
SUITE 105-B  
PLANTATION, FLORIDA 33324

*O/D resig.*

VS NOV 18 1996

**FILED**  
96 NOV 12 AM 11:42  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

PLANTATION

November 6, 1996

P&N Eye Corporation  
4671 South University Drive  
Davie, Florida 33328

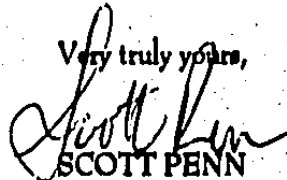
**RE: Resignation from P&N Eye Corporation**

Dear Dr. Richard Norman:

Please be advised that I, Scott Penn, am resigning from P&N Eye Corporation as vice-president and secretary.

Should there be any questions, please do not hesitate to contact me at your convenience.

Very truly yours,

  
SCOTT PENN

cc: Division of Corporation (Amendment Department)