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LAW OFFICES OF
Bergman and Jacobs
A PROFESSIONAL ASSOCIATION

RICHARD H. BERGMAN
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March 14, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-03/19/96--01079--007
*****70.00 *****70.00

Re: Eye Clinic Services, Inc.

Dear Sir/Madam:

In connection with the captioned corporation, enclosed please find original Articles of Incorporation, together with check in the amount of \$70.00 representing the filing fee.

Please file the original Articles of Incorporation, conform the copy enclosed for that purpose, and return to this office in the stamped, self-addressed envelope provided.

If you have any questions regarding this request, please contact the undersigned.

Very truly yours,

BERGMAN AND JACOBS, P.A.

By: 

MARK A. JACOBS

MAJ:cmg

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

THE UNDERSIGNED, subscribers to these Articles of Incorporation, each a natural person competent to contract hereby associate themselves, together, to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is:

EYE CLINIC SERVICES, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things hereinafter mentioned as well as to carry on and transact any and all lawful purposes or businesses, as fully and to the same extent as natural persons might or could do.

A) Provide optometric care and services, sale of all related eye care products, including eye glasses, contact lenses, and medical supplies.

B) To improve, buy, sell, exchange, mortgage, rent, lease, invest in, build, erect, equip, maintain, deal in and with, dispose of, manage and operate real property, both improved and unimproved, and personal property of whatsoever nature or kind in any manner and to take any and all action required relative to same including but not limited to executing deeds, mortgages, satisfactions, assignments and other documents.

C) To borrow and lend money both on a secured and unsecured basis.

D) To purchase, subscribe, invest in, hold, own, assign, pledge and otherwise deal in stock, bonds, mortgages, debentures, notes, and other securities, obligations, contracts and evidences of indebtedness of any person, firms, associations or other legal entities.

E) To do any and all things, and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment thereto necessary and incidental to the protection and benefit of the corporation and in general to carry on the lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not

such business is similar in nature to the objects set forth herein, it being understood that the enumeration of specific powers in these Articles of Incorporation shall not be deemed to be exclusive, but all other lawful purposes and powers conferred by the Statutes of the State of Florida are hereby included.

ARTICLE III. REGISTERED OFFICE AND AGENT

The registered office of the corporation is:

599 S. Federal Highway, Dania, Florida 33004.

The registered agent of the corporation who has been named to accept service of process for the corporation is:

ROBERT JACOBS

whose address is: 599 S. Federal Highway, Dania, Florida 33004.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000 shares of common stock.

The common stock shall have \$1.00 par value per share.

All of said stock shall be payable in cash, property real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually unless sooner dissolved according to law.

ARTICLE VI. ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is: 599 S. Federal Highway, Dania, Florida 33004.

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

This corporation shall have not less than one (1) nor more than nine (9) directors, initially. The number of directors may be increased or diminished from time to time, by the by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTORS

The names and street addresses of the members of the first Board of Directors are:

ROBERT JACOBS 599 S. Federal Highway, Dania, Florida 33004.

ARTICLE IX. SUBSCRIBERS

The name and street address of each subscriber of the Articles of Incorporation is:

ROBERT JACOBS 599 S. Federal Highway
Dania, Florida 33004

ARTICLE X. 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 the Directors to the Shareholders, and approved at a Stockholder's meeting by FIFTY ONE (51%) percent of the stock entitled to vote thereon, unless all directors and all stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The Directors of this Corporation shall have the power to make or amend the by-laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The corporation shall have a first lien on the shares of stock of its stockholders and upon the dividends due the stockholders for any indebtedness of such stockholder of the corporation to the corporation.

ARTICLE XI. SHAREHOLDER AGREEMENTS

The stockholders of this corporation may divide themselves

into groups for the purpose of obtaining unit control in the corporation, and when any agreement is made between stockholders owning at least seventy five (75%) percent of the stock then outstanding in the corporation, such agreement shall be binding upon the corporation, shall be recognized by the directors and shall be observed by the officers and agents of the corporation.

The stockholders are authorized to enter into shareholder agreements, the provisions of which may include and confer upon individual groups the power to elect certain numbers of directors and in particular, stockholders may include in the agreements between themselves the following as valid matters of agreement, to wit:

1) The manner and method by which persons may be elected as directors.

2) Any limitation upon the transferability or assignment of the stock of the corporation.

3) The conferring of preemptive rights of purchase upon stockholders as a condition precedent to the sale of any other stock in the corporation.

4) Any matter relating to effectuating the purposes included in any of the foregoing matters.

Agreements between stockholders shall continue to be binding upon the corporation until there is filed with the office of the corporation a written instrument signed by the persons who originally created such stockholder's agreement (or their successors in ownership, providing such a succession in ownership shall have been accomplished in accordance with the terms of the stockholder's agreement) consenting to the revocation and cancellation of the agreement among the stockholders.

ARTICLE XII. ELECTION FOR TAX PURPOSES

At the election of the Directors of this corporation, this corporation may be qualified as a Sub-Chapter S corporation pursuant to the laws of the United States and the Internal Revenue Service. This provision shall be applicable only if the business in which the corporation engages qualifies for such tax treatment under the laws of the United States.

IN WITNESS WHEREOF, We/I, the undersigned, being each of the original subscribers hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto set our hands and seals, this

12 day of March, 1996.

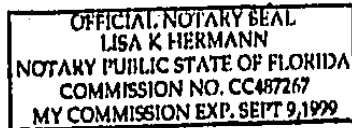
SUBSCRIBER(S) :

Robert Jacobs (seal)
ROBERT JACOBS

STATE OF FLORIDA)
COUNTY OF PAGE)

The foregoing instrument was acknowledged before me this 12th day of March, 1996, by ROBERT JACOBS, (X) who is personally known to me, or () who has produced _____ as identification and who did (did not) take an oath.

Lisa K Hermann
NOTARY PUBLIC, State of Florida
Print: LISA K HERMANN
Commission #: CC487267



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA,
NAMING AN AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091 of the Florida Statutes, the following is submitted, in compliance with said Act:

That **EYE CLINIC SERVICES, INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Dania, County of Broward, State of Florida has named:

ROBERT JACOBS, 599 S. Federal Highway, Dania, Florida 33004
as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: 

ROBERT JACOBS
RESIDENT AGENT

FILED
96 MAR 18 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA