

P96000027640

WILLIAM JAMES DIETZ

Attorney at Law
800 North Highland Avenue
Orlando, Florida 32803

William James Dietz
Laura B. Lerner
of Counsel

Telephone (407) 648-1430
Facsimile (407) 872-0869

March 20, 1996

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

2000 0001 1 125.00 2222
-03/25/96--01078--002
****122.50 ****122.50

Re: Incorporation of VisionCare 2000
File Number: Reed.C:WJD:091895

Dear Sir or Madam,

Enclosed please find an original and one copy of the articles of incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing the fees for filing and cost for a certified copy. I have also enclosed a self addressed, stamped envelope to return the certified copy. Thank you for your assistance and please call our office at 1-800-826-0805 should you have any questions.

Sincerely,


William James Dietz

WJD:jw

enclosures

Called Bill Lerner
for the name "Inc."

TALLAHASSEE, FLORIDA
MAR 25 AM 11:17
FBI

SN MAR 29 1996

Articles of Incorporation

of

VisionCare 2000, Inc.

FILED
JAN 25 2000
TALLAHASSEE, FLORIDA

ARTICLE I CORPORATE NAME.

The name of this corporation shall be VisionCare 2000, Inc.

ARTICLE II PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation shall be 164 Pepper Lane, Jensen Beach, Florida 34957.

ARTICLE III CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time shall be one thousand (1,000). The corporation will have only one class of shares.

ARTICLE IV INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent is William James Dietz, Attorney at Law, 800 North Highland Avenue, Orlando, Florida 32803.

ARTICLE V INCORPORATOR.

The name and street address of the incorporator to these articles of incorporation is William James Dietz, 800 North Highland Avenue, Orlando, Florida 32803.

ARTICLE VI DIRECTORS

This Corporation shall have one (1) member on the Board of Directors. The Initial Board of Directors and his address is:

Christopher Reed

164 Pepper Lane, Jensen Beach, Florida 34957

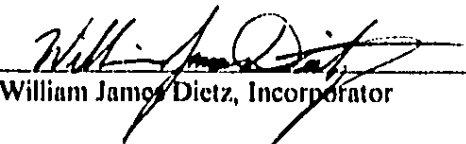
ARTICLE VII AMENDMENTS

These Articles of Incorporation may be amended by a favorable vote of fifty percent (50%) of the Shareholders or a favorable vote of fifty percent (50%) of the Board of

Articles of Incorporation of VisionCare 2000, Inc.
Page 2 of 2
March 20, 1996

Directors at a meeting of either group.

The undersigned has executed these articles of incorporation on March 20, 1996.



William James Dietz, Incorporator

DESIGNATION OF REGISTERED AGENT AND ACCEPTANCE

Pursuant to the provisions of Florida Statutes §607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is VisionCare 2000, Inc.
2. The name of the registered agent is William James Dietz.
3. The address of the registered agent/registered office is 800 North Highland Avenue, Orlando, Florida 32803.

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: March 20, 1996



William James Dietz

CLERK OF COURT
JANUARY 17 1996
TALLAHASSEE, FLORIDA