

P96000035475



96 APR 23 09:11:11

96 APR 23 15:10:10

904-222-1111 FAX  
904-222-1111 FAX

904-222-1111 FAX

ACCOUNT NO. : 072100000032

REFERENCE : 927793 4329479

AUTHORIZATION :

*Patricia Pizzuto*

COST LIMIT : @ 122.50

ORDER DATE : April 23, 1996

ORDER TIME : 9:18 AM

ORDER NO. : 927793

CUSTOMER NO: 4329479

600001730456

CUSTOMER: Karen Bohn, Legal Assistant  
BAKER & HOSTETLER

2300 Sun Bank Ctr., Box 112  
200 South Orange Avenue  
Orlando, FL 32802

DOMESTIC FILING

NAME: AMERICAN OPHTHALMIC OF  
TALLAHASSEE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

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:

*21*  
*4-24-96*

Articles of Incorporation  
of  
AMERICAN OPHTHALMIC OF TALLAHASSEE, INC.

FILED  
96 APR 23 AM 11:15  
SECRET  
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Duration

The name of the Corporation is AMERICAN OPHTHALMIC OF TALLAHASSEE, INC. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 250 South Park Avenue, Suite 600, Winter Park, Florida 32789.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 2300 Sun Bank Center, 200 South Orange Avenue, in the City of Orlando, County of Orange. The name of the registered agent at such address is A.G.C. Co.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and

rights granted to and conferred on a corporation by the Florida Business Corporation Act.

#### ARTICLE V

##### Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 100,000 shares of Common Stock ("Common Stock"), \$0.01 par value per share.

#### ARTICLE VI

##### Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
A.G.C. Co.	2300 Sun Bank Center 200 South Orange Avenue Post Office Box 112 Orlando, Florida 32802

#### ARTICLE VII

##### Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
Thomas R. Whatley, Jr.	250 South Park Avenue, Suite 600 Winter Park, Florida 32789
Mitchell G. Billing	250 South Park Avenue, Suite 600 Winter Park, Florida 32789

#### ARTICLE VIII

##### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

#### ARTICLE IX

##### Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 22<sup>nd</sup> day of April, 1996.

A.G.C. Co.

By: G. Thomas Ball  
G. Thomas Ball  
Vice President

STATE OF FLORIDA       )  
                              ) SS.  
COUNTY OF ORANGE     )

22nd The foregoing instrument was acknowledged before me this day of April, 1996, by G. THOMAS BALL of A.G.C. Co., an Ohio corporation, on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification.

(NOTARY SEAL)

Tina Harmon  
(Notary Signature)

Tina Harmon  
(Notary Name Printed)  
NOTARY PUBLIC  
Commission No. \_\_\_\_\_



TINA M. HARMON  
MY COMMISSION # CC310078 EXPIRES  
September 29, 1997  
BONDED THRU TROY FAIR INSURANCE, INC.

D:\22898\92007\ARTICLES.TAL  
04\22\96.klb

REGISTERED AGENT CERTIFICATE

FILED  
96 APR 23 11:15  
SOL  
TALLAHASSEE


In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That AMERICAN OPHTHALMIC OF TALLAHASSEE, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named A.G.C. Co., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §607.0301, Florida Statutes.

A.G.C. Co.

By:   
G. Thomas Ball  
Vice President

DATED: April 22, 1996

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-222-9171  
904-222-0393 FAX

800-342-8086



**P96000035475**

ACCOUNT NO. : 072100000032

REFERENCE : 963038 4385783

AUTHORIZATION :

COST LIMIT : \$ 35.00

*Patricia Piggott*

ORDER DATE : May 22, 1996

ORDER TIME : 2:08 PM

ORDER NO. : 963038

CUSTOMER NO: 4385783

CUSTOMER: Ms. Linda Bittner  
American Ophthalmic, Inc.  
Suite 600  
250 South Park Avenue  
Winter Park, FL 32789

000001885770

CHANGE OF AGENT

NAME: AMERICAN OPHTHALMIC OF  
TALLAHASSEE, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

           CERTIFIED COPY  
XX            PLAIN STAMPED COPY

CONTACT PERSON: Michelle Bailey

**FILED**  
56 MAY 22 PM 4:10  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**RECEIVED**  
56 MAY 22 PM 3:15  
DIVISION OF CORPORATION

*5/23*

*RA Change*



SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
55 MAY 22 PM 4:10

Florida Department of State, Sandra B. Mortham, Secretary of State

# STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

- 1a. The name of the corporation is: American Ophthalmic of Tallahassee, Inc.
- 1b. The mailing address of the corporation is: 250 South Park Ave., Suite 600, Winter Park, FL 32789
- 1c. Date of incorporation: April 23, 1996 Document number: P96 000035475
2. The name and address of the current registered agent and office:  
AGC, Co.  
2300 SunBank Center  
200 South Orange Ave., P.O. Box 112  
Orlando, Florida 32802
3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)  
Corperation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Kathryn L. Sweers (Signature of an officer, chairman or vice chairman of the board) 5/21/96 (Date)

Kathryn L. Sweers - Secretary  
(Printed or typed name and title)

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

Karen B. Rozar (Signature of Registered Agent) \_\_\_\_\_ (Date)

signing on behalf of an entity:  
Karen B. Rozar (Typed or Printed Name) As Agent (Capacity)

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