TRANSMITTAL LETTER

April 24, 1996

VIA FEDERAL EXPRESS

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

SUBJECT:	Eric M. Gruber, O.D., P.A	_				
(Proposed corporate name - must include suffix)						

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\$70.00 Filing Fee	\$78.75 \$78.75 Filing Fee & Certificate	\$122.50 Filing Fee & Certified Copy	\$131.25 Filing Fee, Certified Copy & Certificate	
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FROM:		Marcus, Esquire	<u> </u>	
	POPPER & Post Off 221 N.E.	definited or typed) MITCHELL, P.A Lice Box 540119 Livanhoe Boule	vard, Ste. 200	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
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	Orlando,	FL 32854-0119		45.47
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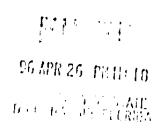
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NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

Eric M. Gruber, O.D., P.A.

A Professional Corporation



The undersigned incorporator, for the purpose of forming a professional corporation under the Florida Professional Service Corporation and Limited Liability Company Act, ch. 621, Florida Statutes (1995), hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the professional corporation shall be:

ERIC M. GRUBER, O.D., P.A.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this professional corporation shall be:

600 E. ALTAMONTE DRIVE ALTAMONTE SPRINGS, FL 32701

ARTICLE III: SHARES

The number of shares of stock that this professional corporation is authorized to have outstanding at any one time is:

ONE HUNDRED (100)

ARTICLE IV: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

LEE W. MARCUS, ESQ.
POPPER & MITCHELL, P.A.
221 N.E. IVANHOE BLVD., SUITE 200
ORLANDO, FL 32804

ARTICLE V: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

LEE W. MARCUS, ESQ. 221 N.E. IVANHOE BLVD., SUITE 200 ORLANDO, FL 32804

ARTICLE VI: INITIAL DIRECTORS AND OFFICERS

The name and street address of the sole initial director and officer of the professional corporation is:

ERIC M. GRUBER, O.D. 600 E. ALTAMONTE DRIVE ALTAMONTE SPRINGE, FL 32701

ARTICLE VII: CORPORATE PURPOSE

The corporate purpose of the professional corporation is:

TO RENDER PROPESSIONAL SERVICES IN THE FIELD OF OPTOMETRY, BY AND THROUGH PERSONS DULY LICENSED OR OTHERWISE LEGALLY AUTHORIZED PERSONNEL.

ARTICLE VIII: EFFECTIVE DATE

The effective date of incorporation shall be:

THE DATE ON WHICH THESE ARTICLES OF INCORPORATION ARE FILED WITH THE FLORIDA DEPARTMENT OF STATE.

The undersigned incorporator has executed these Articles of Incorporation this 22nd day of April, 1996.

Lee W. Marcus, Esq.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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PURSUANT TO THE PROVISIONS OF \$5 607.0501, 621.05 & 621.13, PLORIDA STATUTES (1995), THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA:

- 1. The name of the corporation is: ERIC M. GRUBER, O.D., P.A.
- 2. The name and address of the registered agent and office is: LEE W. MARCUS, ESQ.

221 N.E. IVANHOE BLVD., SUITE 200 ORLANDO, FL 32804

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

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