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STATE OF FLORIDA
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TALLAHASSEE, FL 32399
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FROM: HOLLAND & KNIGHT OF MIAMI
701 BRICKELL AVE
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: LATIN EYE CARE, P.A.
FAX AUDIT NUMBER: H96000006611
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FAX AUDIT NO.: H96000006611

# ARTICLES OF INCORPORATION

# OF

# LATIN EYE CARE, P.A.

The undersigned, acting as incorporator of LATIN EYE CARE, P.A., under the Florida Professional Service Corporation Act, adopts the following Articles of Incorporation.

## ARTICLE I. NAME

The name of the corporation is:

LATIN EYE CARE, P.A.

## ARTICLE II. ADDRESS

The mailing address of the corporation is:

701 Brickell Ave., Suite 3000
Miami, Florida 33131

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## ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on May 7, 1996.

## ARTICLE IV. PURPOSE

The corporation is organized to engage in the profession of Optometry and in any activity or business permitted under the laws of the United States and Florida.

This instrument was prepared by:
Steven H. Hagen, Esq.
Holland & Knight
701 Brickell Ave., #3000
Miami, Florida 33131
(305) 374-8500
Fla. Bar No.: 310743

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## ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of $1.00 per share.

## ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 701 Brickell Ave., Suite 3000, Miami, Florida 33131, and the name of the corporation's initial registered agent at that address is INTRASTATE REGISTERED AGENT CORPORATION.

## ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

| Name | Address |
|---|---|
| Steven H. Hagen | 701 Brickell Ave., Suite 3000<br>Miami, Florida 33131 |

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

## ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 9th day of May, 1996.

Steven H. Hagan, Incorporator

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That LATIN EYE CARE, P.A., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 701 Brickell Avenue, Suite 3000, Miami, Florida 33131, State of Florida, has named INTRASTATE REGISTERED AGENT CORPORATION, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accept, the obligations of that position.

INTRASTATE REGISTERED AGENT CORPORATION

By: ______________________
Steven H. Hagen
Vice President

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TALLAHASSEE, FLORIDA

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