

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2601  
901-222-1711  
901-222-0391  
800-342-8086  
P96000054648



PROMOTECH LLC  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 000965 4385783

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 26, 1996

ORDER TIME : 9:59 AM

ORDER NO. : 000965

CUSTOMER NO: 4385783

CUSTOMER: Ms. Linda Bittner  
AMERICAN OPHTHALMIC, INC.

Suite 600  
250 South Park Avenue  
Winter Park, FL 32789

100001877561  
-06/27/96--01008--024  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

DOMESTIC FILING

NAME: AMERICAN OPHTHALMIC OF LAKE  
COUNTY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

96 JUN 26 AM 9:24  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
JF 6/27/96

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUN 26 AM 9:24

**Articles of Incorporation  
of  
American Ophthalmic of Lake County, Inc.**

**ARTICLE I**

**Name and Duration**

The name of the Corporation is **American Ophthalmic of Lake County, Inc.** The duration of the Corporation is perpetual. This Corporation shall begin its corporate existence as of the 26th day of June, 1996 the date of filing with 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, FL 32789.

**ARTICLE III**

**Registered Office and Agent**

The address of the registered office in the State of Florida is 1201 Hays Street, Tallahassee, FL 32301. The name of the registered agent at such address is Corporation Service Company.

**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>
Kathryn L. Sweers	250 South Park Avenue Suite 200 Winter Park, Florida 32789

## ARTICLE VI

### 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>
Mitchell G. Billing	250 South Park Avenue Suite 200 Winter Park, Florida 32789
Thomas R. Whatley Jr.	250 South Park Avenue Suite 200 Winter Park, Florida 32789

#### ARTICLE VII

##### 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 VIII

##### 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 IX

##### Indemnification

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

Signatures Appear on Following Page

DATED at Winter Park, Orange County, Florida, this 25th day of June, 1996.

By: Kathryn Sweers  
Kathryn Sweers

STATE OF FLORIDA       )  
                                  ) SS.  
COUNTY OF ORANGE     )

The foregoing instrument was acknowledged before me this 25th day of June, 1996, by Kathryn Sweers, Incorporator of American Ophthalmic of Lake County, Inc., a corporation, on behalf of the corporation. She is personally known to me or has produced NA as identification and did (did not) take an oath.



MICHELLE SUE MATHEY  
My Comm Exp. 7/09/96  
Bonded By Service Ins  
No. CC213844  
☒ Personally Known    ☐ Other I.D.

(NOTARY SEAL)

Michelle S. Mathey  
(Notary Signature)

MICHELLE S. MATHEY  
(Notary Name Printed)

NOTARY PUBLIC  
Commission No. CC213844

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 JUN 26 AM 9:24

REGISTERED AGENT CERTIFICATE

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

That **American Ophthalmic of Lake County, 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 Tallahassee, County of Leon, State of Florida, has named Corporation Service Company, 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 §607.0501, Florida Statutes.

Corporation Service Company.

By: Karen B. Rozar

Its: Agent

DATED: June 26, 1996



**CAPITOL CORPORATE SERVICES, INC.**

**P96000054648**

December 26, 1996

**FLORIDA SECRETARY OF STATE  
P. O. Box 6327  
Tallahassee, FL 32314**

**Attn: Corporate Filing Dept.**

**Re: AMERICAN OPHTHALMIC OF LAKE COUNTY, INC.**

**Dear Filing Clerk:**

**400002044024--0  
-01/03/97--01026--007  
\*\*\*\*\*35.00 \*\*\*\*\*35.00**

Enclosed please find a Statement of Change of Registered Office/Agent, for the above referenced name, which is to be filed in your office. I have enclosed check # 0986 in the amount of \$ 35.00 for the filing fee. After filing please return to me the file-stamped copy in the enclosed self-addressed envelope. If you have any questions please contact me at 800-472-0544.

Thank you,

*Delanie Lundgren*

**Delanie Lundgren**

enclosures

*SH 1/13  
RA Ch*

**FILED  
97 JAN -2 PM 12:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

Florida Department of State, Jim Smith, 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 Florida.

1a. The name of the corporation is: AMERICAN OPHTHALMIC OF LAKE COUNTY, INC.

1b. Date of incorporation: 6/26/96 Document number 996000054648

2. The name and address of the current registered agent and office:  
CORPORATION SERVICE COMPANY

1201 Naya Street, Tallahassee, FL 32301-2525

3. The name and address of the new registered agent and office:  
(P.O. Box Not Acceptable)

NRAI Services, Inc.

526 East Park Avenue, Tallahassee, Florida 32301

The street address of its registered agent 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.

*Richard J. D'Amico*  
SIGNATURE

X Richard J. D'Amico, Vice President  
Typed or printed name and title

December 17, 1996

DATE

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 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.

NRAI Services, Inc.

SIGNATURE By: *Debbie Lundgren* asst.  
(Registered Agent) sec.

DATE 12-26-96



# P96000054648

Physicians Resource Group  
Requestor's Name

5430 LBJ Freeway Suite 1540  
Address

Dallas Tx 75240  
City/State/Zip Phone #

Office Use Only

## CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) **900002101269--6**  
-02/28/97--01084--006  
\*\*\*\*\*35.00 \*\*\*\*\*35.00
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

☐ Walk in

☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SH 3/3

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 FEB 28 PM 12: 18

FILED

Examiner's Initials

## ARTICLES OF DISSOLUTION

*Pursuant to 607.1401, Florida Statutes, this corporation submits the following articles of dissolution:*

**FIRST:** The name of the corporation is American Ophthalmic of Lake County, Inc.

**SECOND:** The articles of incorporation were filed on June 26, 1996.

**THIRD:** ☐ None of the corporation's shares have been issued.  
☒ The corporation has not commenced business.

**FOURTH:** No debt of the corporation remains unpaid.

**FIFTH:** The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

**SIXTH:** Adoption of Dissolution

☐ A majority of the incorporators authorized the dissolution  
☒ A majority of the directors authorized the dissolution.

Signed this 27<sup>th</sup> day of February, 1997.

Signature Richard J. D'Amico  
Richard J. D'Amico, Vice President

FILED  
97 FEB 28 PM 12:18  
TALLAHASSEE, FLORIDA