

1201 HAYS STREET
TALLAHASSEE, FL 32309-2607
800-342-8086
P96000054649



PROFESSIONAL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 000965 4385783

AUTHORIZATION :

COST LIMIT : \$ PPD

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

ORDER DATE : June 26, 1996

ORDER TIME : 10:03 AM

ORDER NO. : 000965

400001877564
-06/27/96-01008-025
*****78.75 *****78.75

CUSTOMER NO: 4385783

CUSTOMER: Ms. Linda Bittner
AMERICAN OPHTHALMIC, INC.

Suite 600
250 South Park Avenue
Winter Park, FL 32789

DOMESTIC FILING

NAME: AMERICAN OPHTHALMIC OF
MIAMI, 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:

cf
6/27/96

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DIVISION OF CORPORATIONS
96 JUN 26 AM 9:24

**Articles of Incorporation
of
American Ophthalmic of Miami, Inc.**

ARTICLE I

Name and Duration

The name of the Corporation is **American Ophthalmic of Miami, 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. 6 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.

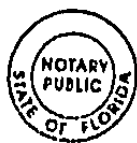
Signatures Appear on Following Page

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 Miami, 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.



(NOTARY SEAL)

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

Michelle S. Mathey
(Notary Signature)

Michelle S. Mathey
(Notary Name Printed)
NOTARY PUBLIC
Commission No. CC-213844

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 Miami, 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.

P96000054649

December 26, 1996

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

Attn: Corporate Filing Dept.

Re: AMERICAN OPHTHALMIC OF MIAMI, INC.

000002044020--2
-01/03/97--01026--006
*****35.00 *****35.00

Dear Filing Clerk:

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 # 0985 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

FILED
97 JAN -2 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 1/13
RA Ch

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 MIAMI, INC.

1b. Date of incorporation: 6/26/96 Document number P96000054649

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

1201 Nays 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.



SIGNATURE

December 17, 1996

DATE

Richard J. D'Amico, Vice President

Typed or printed name and title

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:  asst.
(Registered Agent) pcc

DATE 12-26-96



PHYSICIANS
RESOURCE GROUP, INC.

P96000054649

February 27, 1997

800002101268--9
-02/28/97--01084--005
*****35.00 *****35.00

Secretary of State
Corporate Records Bureau
Division of Corporations
Dept. of State
409 East Gains St., 20th Floor
Tallahassee, FL 32399

Re: American Ophthalmic of Lake County, Inc.
American Ophthalmic of Miami, Inc.

Dear Madam/Sir:

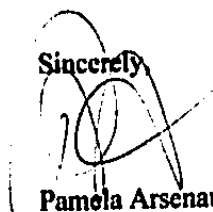
Please find enclosed, the Articles of Dissolution for each of the above referenced corporations.

Please file and forward evidence in the enclosed self-addressed, stamped envelope I have provided for your convenience.

If you have any problems or questions regarding the filing, please contact me at 972-982-8264.

Thank you in advance for your prompt assistance.

Sincerely,


Pamela Arsenault
Legal Assistant

enclosures

SH 3/3
Diss

FILED
97 FEB 28 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Miami, 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 27th day of February, 1997.

Signature



Richard J. D'Amico, Vice President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 FEB 28 PM 12:15

FILED