

**P 960000 70647**

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

RE: STEPHEN M. WEINSTOCK  
M.D., P.A.

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

- \_\_\_\_\_ Capital Express™
- \_\_\_\_\_ Art. of Inc. File
- \_\_\_\_\_ Corp. Record Search
- \_\_\_\_\_ Ltd. Partnership File
- \_\_\_\_\_ Foreign Corp. File
- \_\_\_\_\_ ( ) Cert. Copy(s)
- \_\_\_\_\_ Art. of Amend. File
- \_\_\_\_\_ Dissolution/Withdrawal
- C U S - 93 **900001331549**  
 -08/26/96--01005--020
- \_\_\_\_\_ Fictitious Name File **\*\*\*131.25 \*\*\*131.25**
- \_\_\_\_\_ Name Reservation
- \_\_\_\_\_ Annual Report/Reinstatement
- \_\_\_\_\_ Reg. Agent Service
- \_\_\_\_\_ Document Filing
- \_\_\_\_\_ Corporate Kit
- \_\_\_\_\_ Vehicle Search
- \_\_\_\_\_ Driving Record
- \_\_\_\_\_ Document Retrieval
- \_\_\_\_\_ UCC 1 or 3 File
- \_\_\_\_\_ UCC 11 Search
- \_\_\_\_\_ UCC 11 Retrieval
- \_\_\_\_\_ File No.'s, \_\_\_\_\_ Copies
- \_\_\_\_\_ Courier Service
- \_\_\_\_\_ Shipping/Handling
- \_\_\_\_\_ Phone ( )
- \_\_\_\_\_ Top Priority
- \_\_\_\_\_ Express Mail Prep.
- \_\_\_\_\_ FAX ( ) pgs.

MAR 25 1996  
 FILED  
 DISBURSED

96 AUG 26 1996  
 DIVISION OF CORPORATE AFFAIRS  
 RECEIVED

SUBTOTALS \_\_\_\_\_

FEE.....	_____
DISBURSED.....	_____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
_____	\$ _____

M. OKINGER AUG 26 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY _____	_____	_____	_____

WALK-IN Will Pick Up \_\_\_\_\_

Please remit invoice number with payment  
**TERMS: NET 10 DAYS FROM INVOICE DATE**  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

**THANK YOU**  
 from  
 Your Capital Connection

ARTICLES OF INCORPORATION  
OF  
STEPHEN M. WEINSTOCK, M.D., P.A.

FILED  
95 AUG 26 11 9:58  
TALLAHASSEE, FLORIDA

The undersigned, desiring to organize a professional service corporation for the purposes hereinafter stated, pursuant to the Professional Service Corporation Act and other laws of the State of Florida, hereby certifies as follows:

ARTICLE I - NAME

The name of this corporation is: STEPHEN M. WEINSTOCK, M.D., P.A. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is 1345 West Bay Drive, Suite 101, Largo, Florida 34640.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by the Corporation shall be:

- (a) To engage in every phase and aspect of the business of rendering the same professional services to the public that a physician licensed under the laws of the State of Florida is authorized to render, including but without limitation the practice of ophthalmology, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to render such professional services in the State of Florida under the laws of the State of Florida.

- (b) To buy, sell, deal in and exchange shares of its own capital stock, except that the Corporation shall not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render medical services within the State of Florida. No stockholder of this Corporation shall enter into a voting trust agreement or any other type of such agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
- (c) To invest the funds of the Corporation in real estate, mortgages, stock, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.
- (d) To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or the attaining of any of the objectives enumerated in these Articles of Incorporation, or any amendment hereto, and to do any act necessary or incidental to the protection and benefit of the Corporation and, in general, either alone or in association with other corporations, firms, partnerships, artificial entities, or individuals to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the Corporation.
- (e) The Corporation shall have all of the powers which are now or which may hereafter be conferred upon professional service corporations by the laws of the State of Florida.

#### ARTICLE IV - STOCK

The maximum number of shares of stock which the Corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

#### ARTICLE V - EXISTENCE

The Corporation shall have perpetual existence.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of the Corporation are HOMISCO Incorporation, Inc., 222 Lakeview Avenue, Suite 800, West Palm Beach, Florida 33401.

#### ARTICLE VII - STOCK TRANSFERABILITY

No stockholder of the Corporation may sell or transfer his shares in the Corporation except to another individual or entity who is eligible to be a stockholder of the Corporation under the laws of the State of Florida.

#### ARTICLE VIII - STOCK OWNERSHIP

The Board of Directors shall require any officer, stockholder, agent, or employee of the Corporation, who has been rendering professional medical services to the public and who becomes legally disqualified to render such professional medical services within the State of Florida, or who accepts employment that, pursuant to existing law, places restrictions or limitations upon his continuing to render such professional medical services, to sever all employment with, and financial interests in, the Corporation forthwith.

#### ARTICLE IX - DIRECTORS

The Corporation shall have one (1) Director initially. The number of directors may be increased or diminished, from time to time, by the bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE X - INITIAL DIRECTOR

The name and street address of the first director of the Corporation are:

<u>Name</u>	<u>Street Address</u>
Stephen M. Weinstock, M.D.	1345 West Bay Drive, Suite 101 Largo, Florida 34640

Said Director is of full age and is a citizen of the United States of America. The aforesaid director shall hold his office until the first annual meeting of the stockholders or until his successor is elected and has qualified.

ARTICLE XI - SUBSCRIBER

The name and street address of the subscriber to the Articles of Incorporation, who is a physician, duly licensed under the laws of the State of Florida to render services as such are:

<u>Name</u>	<u>Street Address</u>
Stephen M. Weinstock, M.D.	1345 West Bay Drive, Suite 101 Largo, Florida 34640


ARTICLE XII - BYLAWS

The bylaws of the Corporation may be created, amended or changed by the stockholders or directors at any regular or special meeting, duly held.

ARTICLE XIII - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23<sup>RD</sup> day of August, 1996.

  
\_\_\_\_\_  
Stephen M. Weinstock, M.D.

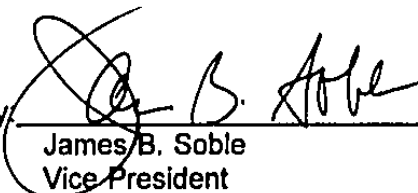
FILED  
26  
11:09:59  
SECRETARIAT

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

Dated this 23 day of August, 1996.

HOMISCO Incorporation, Inc.

By   
\_\_\_\_\_  
James B. Soble  
Vice President

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

**P96000070647**

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Mailor No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

*NAME CHANGE  
 10/23/96  
 DC*

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	CK No. _____	_____
BY <i>PAX</i>	_____	_____	_____

WALK-IN Will Pick Up *10/23/96*

RE: Stephen M. Weinstock,  
M.D., P.A.

	C.C. FEE.	DISBURSED
Capital Expense		
Art. Amend. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<del>(72)</del> Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S -		
Fictitious Name File	*****35.00	*****35.00
Name Resurrection		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) pgs.		
<b>SUBTOTALS</b>		

96 OCT 23 PM 12:52  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

**FILED**

95 OCT 28 AM 10:02  
 DIVISION OF CORPORATION  
**RECEIVED**

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment  
**TERMS: NET 10 DAYS FROM INVOICE DATE**  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

**THANK YOU**  
 from  
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 9, 1996

CAPITAL CONNECTION, INC.  
417 E VIRGINIA ST  
TALLAHASSEE, FL 32301

2/5/97  
The name THE EYE PHYSICIANS OF PINELLAS P.A. has been reserved for 120 days beginning October 9, 1996. The reservation number is R9800004820 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Judy Eure

Letter number: 996A00046058



**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION OF  
STEPHEN M. WEINSTOCK, M.D., P.A.**

**FILED**  
96 OCT 23 PM 12:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following provisions of the Articles of Incorporation of **STEPHEN M. WEINSTOCK, M.D., P.A.**, a Florida professional service corporation, originally filed in the office of the Florida Department of State on August 26, 1996, Charter Number P96000070647, be and they hereby are amended pursuant to and in accordance with F.S. §621.13(4) and Florida law, as follows:

1. Article 1, Be and it hereby is deleted in its entirety and is amended to read as follows:

**Article 1     The name of this Corporation shall  
be THE EYE PHYSICIANS OF  
PINELLAS, P.A.**

2. The foregoing amendment to the Articles of Incorporation was unanimously adopted by the Sole Director and the only two Stockholders of the Corporation by the Unanimous Written Consent of the Sole Director and the Only Two Stockholders in Lieu of a Special Joint Meeting dated October 15, 1996, (the number of votes being sufficient for approval).

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

**STEPHEN M. WEINSTOCK, M.D., P.A.**  
a Florida professional service corporation

By: \_\_\_\_\_

  
**Stephen M. Weinstock, M.D., President**