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12/11/96

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

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NAME: OPTOMETRIC ASSOCIATES OF SOUTH FLORIDA, P.A.  
AUDIT NUMBER.....H96000017385  
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EMPIRE CORPORATE KIT

P.02/06

ARTICLES OF INCORPORATION  
OF  
OPTOMETRIC ASSOCIATES OF SOUTH FLORIDA, P.A.

H96000017385

ARTICLES I - NAME

The name of the Corporation is OPTOMETRIC ASSOCIATES OF SOUTH FLORIDA, P.A.

ARTICLE II - DURATION

The date when the Corporation's existence shall begin shall be the date of subscription and acknowledgment stated herein if this Certificate of Incorporation or Articles of Incorporation are filed within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, and are subsequently approved by the Secretary of State, and all filing fees and taxes paid; otherwise, it shall be the date when the Articles of Incorporation are filed in the Office of the Secretary of State and approved. The Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of engaging in every aspect of the business of rendering the same professional services to the public that optometrists, duly licensed under the laws of the State of Florida, are authorized to render.

David W. Leskar, Esq.  
Shepard, Leskar & Levine, P.A.  
409 S.E. 7th Street  
Fort Lauderdale, FL 33301  
(305) 467-8660  
Florida Bar No. 343064

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INCORPORATE

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ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1000) shares of \$1.00 Par Value Common stock.

ARTICLE V - PREEMPTIVE RIGHTS

After the initial issue of common stock of this Corporation, every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share of stock of this Corporation (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 101 North State Road 7, Suite 103, Margate, Florida 33063 and the name of the initial Registered Agent of this Corporation is Kenneth Emanuele.

ARTICLE VII - FIRST BOARD OF DIRECTORS

This Corporation's first Board of Directors shall consist of Three (3) Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than

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EMPIRE CORPORATE LTD

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One (1). The names and addresses of the initial Board of Directors of this Corporation are:

Kenneth Emanuele  
101 North State Road 7  
Suite 103  
Margate, Florida 33063

Vivianne Garcia  
101 North State Road 7  
Suite 103  
Margate, Florida 33063

Christopher Woodruff  
101 North State Road 7  
Suite 103  
Margate, Florida 33063

#### ARTICLE VIII - CORPORATE ADDRESS

The initial address of the corporation shall be 101 North State Road 7, Suite 103, Margate, Florida 33063.

#### ARTICLE IX - INCORPORATOR

The name and address of the persons signing these Articles of Incorporation is:

Kenneth Emanuele  
101 North State Road 7  
Suite 103  
Margate, Florida 33063

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EMPIRE CORPORATE FIL

P.05/06

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 9TH day of DECEMBER, 1996.

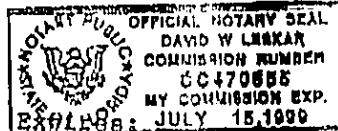
Kenneth Emanuele  
INCORPORATOR

STATE OF FLORIDA :

COUNTY OF BROWARD :

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared Kenneth Emanuele, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 9TH day of December, 1996.



My Commission Expires

[Signature]  
Notary Public State of Florida

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for OPTOMETRIC ASSOCIATES OF SOUTH FLORIDA, P.A., as designated in the Articles of Incorporation, Kenneth Emanuele agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: 12/9/96

Kenneth Emanuele

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STATE OF FLORIDA

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EMPIRE CORPORATE

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STATE OF FLORIDA :  
COUNTY OF BROWARD :

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State of Florida and County set forth above, personally appeared Kenneth Emanuele, known to me to be the person who accepted his designation as Registered Agent of the aforesaid corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 9TH day of December, 1996.

My Commission Expires:

Notary Public State of Florida



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