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FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
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NAME: OPTOMETRIC ASSOCIATES OF SOUTH FLORIDA, P.A.
AUDIT NUMBER.....H96000017385
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 6
CERT. COPIES.....1 DEL.METHOD.. FAX
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EMPIRE CORPORATE KIT

P.02/05

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 acknowledgement 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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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 Emanuela.

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

Kenneth Emanuele
INCORPORATOR

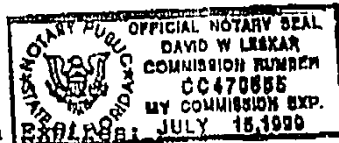
STATE OF FLORIDA :

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



[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 :
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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