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**P96000101157**

ACCOUNT NO. : 072100000032

REFERENCE : 188988 4303929

AUTHORIZATION :

*Patricia Piguts*

COST LIMIT : \$ 122.50

ORDER DATE : December 16, 1996

ORDER TIME : 8:43 AM

ORDER NO. : 188988-005

CUSTOMER NO: 4303929

600002029446--2

CUSTOMER: Ms. Sheryl C. Vainstein  
GREENBERG TRAUIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
22nd Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

FILED  
96 DEC 16 PM 12:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: OPHTHALMIC SERVICES, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☒ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

RECEIVED  
96 DEC 16 AM 9:57  
DIVISION OF CORPORATION

*12-16-96*  
*[Signature]*

**ARTICLES OF INCORPORATION  
OF  
OPHTHALMIC SERVICES, INC.**

96 DEC 16 PM 12:11  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the corporation is OPHTHALMIC SERVICES, INC., (hereinafter called the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 8940 North Kendall Drive, Suite 400E, Miami, Florida 33176.

**ARTICLE III**

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Capital stock having a par value of \$0.01 per share.

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than fifty (50) percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 8940 North Kendall Drive, Suite 400E, City of Miami, County of Dade, State of Florida 33176 and the name of its initial registered agent at such office is Warren Lieberman, M.D.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's

Bylaws. The number of directors constituting the initial Board of Directors is two (2), and the names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Warren Lieberman, M.D.  
8940 North Kendall Drive, Suite 400E  
Miami, Florida 33176

Lesley Spektor  
8940 North Kendall Drive, Suite 400E  
Miami, Florida 33176

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#### **ARTICLE VI**

The name of the incorporator is Warren Lieberman, M.D. and the address of the incorporator is 8940 North Kendall Drive, Suite 400E, Miami, Florida 33176.

#### **ARTICLE VII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 12 day of December, 1996.

  
Warren Lieberman, M.D., Incorporator

#### **ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of OPHTHALMIC SERVICES, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §807.0505 this 12 day of December, 1996.

  
Warren Lieberman, M.D., Registered Agent