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FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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DIVISION OF CORPORATIONS FAX #: (904)922-4001

: JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURN ACCT#: 076666002140
CONTACT: KRISTEN DECLEENE
PHONE: (813)461-1818 FAX #: (813)441-8617

: ST. MICHAEL'S EYE & LASER INSTITUTE, P.A.
AUDIT NUMBER.....H96000018087
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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JOHNSON-BLAKLEY

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 27, 1996

JOHNSON, BLAKELY POPE ET AL

SUBJECT: ST. MICHAEL'S EYE & LASER INSTITUTE, P.A.
REF: W96000027112

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The specific nature of business of the professional association must be stated in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

FAX Aud. #: H96000018087
Letter Number: 296A00057559

12/30/96

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JOHNSON-BLAKLEY

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**ARTICLES OF INCORPORATION
OF
ST. MICHAEL'S EYE & LASER INSTITUTE, P.A.**

The undersigned, being of legal age, natural persons and duly licensed to practice ophthalmology under the laws of the State of Florida, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of incorporating a professional corporation under the laws of the State of Florida.

**ARTICLE I
NAME AND ADDRESS**

The name of this professional corporation shall be ST. MICHAEL'S EYE & LASER INSTITUTE, P.A. The mailing address of the Corporation is: 1018 West Bay Drive, Largo, Florida 34640. The address of the Corporation's principal office is: 1018 West Bay Drive, Largo, Florida 34640.

**ARTICLE II
PURPOSE**

This Corporation may engage in any activity or business permitted under the laws of the State of Florida, except that the Corporation shall not render professional services except through its officers, employees, and agents who are duly licensed or otherwise legally authorized to practice ophthalmology or optometry within the State of Florida.

**ARTICLE III
CAPITAL STOCK AND PREEMPTIVE RIGHTS**

The capital stock authorized and the par value thereof, shall be as follows:

Number of Shares <u>Authorized</u>	Par Value <u>Per Share</u>
7,500	\$1.00

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation. The payment thereof does not have to be at the time of issuance, provided that such shares are subject to calls thereon until the whole consideration thereof shall have been paid. No shareholder shall have preemptive rights, unless the stockholders otherwise agree.

Bruce H. Bokor, Esq.
Johnson, Blakely, Pope, Bokor,
Ruppel & Burns, P.A.
911 Chestnut Street
Clearwater, FL 34616
(813) 461-1818
Florida Bar No: 0150340

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ARTICLE IV BY-LAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, but the shareholders may provide in any bylaws made by them that such bylaws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE V DURATION

This Corporation shall commence its existence effective January 1, 1997, and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI REGISTERED OFFICE AND AGENT

The address of the initial registered office of this Corporation shall be at JOHN L. MICHAELLOS, and the name of its initial registered agent at such address is 1018 West Bay Drive, Largo, Florida 34640.

ARTICLE VII COMMITTEES

To the fullest extent allowable by law, the Board of Directors may establish committees of Directors consisting of two (2) or more persons, and the Directors may rely on information, opinions, reports or statements, including any financial statements and other financial data prepared or presented by such committee.

ARTICLE VIII INITIAL BOARD OF DIRECTORS

The number of Directors constituting the Initial Board of Directors of the Corporation shall be one (1), and the name and address of the person sworn to serve as Directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

Name

Address

JOHN L. MICHAELLOS

1018 West Bay Drive
Largo, Florida 34640

ARTICLE IX APPLICABLE LAWS

The Corporation shall operate as a professional corporation under Chapter 607 of the Florida Statutes except where the provisions of Chapter 621 of the Florida Statutes shall control.

ARTICLE X INCORPORATOR

The name and address of the incorporator are as follows:

<u>Name</u>	<u>Address</u>
JOHN L. MICHAELSON	1018 West Bay Drive Largo, Florida 34640

ARTICLE XI CONFLICT OF INTEREST

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm who is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a director or an officer of such other corporation or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE XII CORPORATE AND STOCKHOLDER DEBT

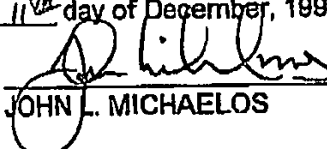
The private property of the stockholders shall not be subject to payment of the corporate debts in any extent whatever. The Corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the Corporation.

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ARTICLE XIII
INDEMNIFICATION

This Corporation shall indemnify and insure its officers and Directors, and any former officers and directors, to the fullest extent permitted by law, either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the original Incorporators, has executed these Articles of Incorporation this 11th day of December, 1998.



JOHN L. MICHAELOS

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JOHNSON-BLAKLEY

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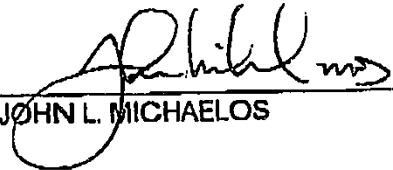
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CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA

Pursuant to Fla. Stat. §48.091, ST. MICHAEL'S EYE & LASER INSTITUTE, P.A., desiring to organize under the laws of the State of Florida hereby designates JOHN L. MICHAELLOS, located at 1018 West Bay Drive, Largo, Florida 34640, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.


JOHN L. MICHAELLOS

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