3/18/97

FLORIDA DIVIBION OF CORPORATIONS PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER BHEET

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.

ACCT#: 071001002335

CONTACT: LIDIA FERNANDEZ

FAX #1 (305)716-0346

PHONE: (305) 599-0839

NAME: TOTAL FAMILY EYE CARE INC.

AUDIT NUMBER..... H97000004563 DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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H97000004563

ARTICLES OF INCORPORATION OF

TOTAL FAMILY EYE CARE INC.

FILED

97 MAR 18 PM 4: 25

SECRETARY OF STATE
TALLAMASE OF STATE

The undersigned incorporator(s), for the purpose of forming a ORIDA corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE L NAME

The name of the corporation shall be: TOTAL FAMILY EYE CARE INC.

The principal place of business of this corporation shall be: 7650 West Flagler St. Miami, Fl 33144

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:

200 Shares

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Tomas Gonzalez

9241 E. Calusa Miami, FL 33186

Gustavo E. Coll MD

9400 SW 91th St. Miami, FL 33176

Prepared by: Tomas Gonzalez

9241 E. Calusa Club Dr.

Miami, FL 33186 (305) 265-7955

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es)	of the incorporator(s)	to this
articles of incorporation is(are):		

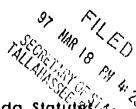
Tomas Gonzalez

9241 E. Calusa Club Dr. Miami, FL 33186

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of incorporation this 18th day of March 1997.

Signature(s) of Incorporator(s)

Jones Syal



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes of the understand corporation, organized under the laws of the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

TOTAL FAMILY EYE CARE INC.		
2. The name and address of the registered agent and office is:		
Tomas Gonzalez		
(P.O. BOX NOT ACCEPTABLE)		
7650 West Flagler St. Miami, Fl 33144		
(CITY/STATE/ZIP)		
SIGNATURE Ton- Sael.		
TITLE PRESIDENT		
11166		
$\mathbf{v} = \mathbf{v}$		
DATE 3/18/97		
•		
HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE		
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS		
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I		
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL		
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE		
OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF		
SECTION 607.325, FLORIDA STATUTES.		
SIGNATURE SIL		

DATE 3/18/97