



THE UNITED STATES
CORPORATION
COMPANY

P97000024971

ACCOUNT NO. : 072100000032

REFERENCE : 298822 81386A

AUTHORIZATION : Patricia Piquero

COST LIMIT : \$ 122.50

ORDER DATE : March 19, 1997

ORDER TIME : 10:02 AM

ORDER NO. : 298822-005

200002118042--5

CUSTOMER NO: 81386A

CUSTOMER: Robert E. Aylward, Esq
ROBERT E. AYLWARD, ESQ

Suite 2425
100 North Tampa Street
Tampa, FL 33602

DOMESTIC FILING

NAME: EYE CARE NETWORK OF CENTRAL
FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

FILED
97 MAR 19 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 MAR 19 AM 11:19
DIVISION OF CORPORATION

K.R. MAR 20 1997

**ARTICLES OF INCORPORATION
OF
EYE CARE NETWORK OF CENTRAL FLORIDA, INC.**

97 MAR 19 AM 8:49
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act (the "Act"), and pursuant to the following Articles of Incorporation.

ARTICLE 1

Name

The name of this corporation is:

EYE CARE NETWORK OF CENTRAL FLORIDA, INC.

ARTICLE 2

Purposes

The purposes for which the corporation is organized and is to be operated include, but are not limited to, the following:

- (1) To promote and develop a coordinated and cost-effective network for the distribution and delivery of health care services; to improve the delivery and quality of health care services; to provide administrative and management services; to review and evaluate medical contracts; and to investigate practice alternatives; and
- (2) To work with the general public, employers' and employees' associations, and other organizations and individuals to improve the availability of health care services to the public.

ARTICLE 3

Principal Office

The principal office and mailing address of this corporation is: 180 Park Avenue North, Suite 200, Winter Park, Florida 32789-7401.

ARTICLE 4

Shares

This corporation is authorized to issue 1,000,000 shares of voting common stock, par value \$.01 per share.

ARTICLE 5

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 100 North Tampa Street, Suite 2425, Tampa, Florida 33602; and the initial registered agent of this corporation is: ROBERT E. AYLWARD.

ARTICLE 6

Incorporator

The name and address of the person signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Robert E. Aylward	100 North Tampa Street Suite 2425 Tampa, Florida 33602

ARTICLE 7

Amendment


The stockholders reserve the right to amend, alter, change, or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on directors and officers herein are granted subject to this reservation.

ARTICLE 8

Indemnification

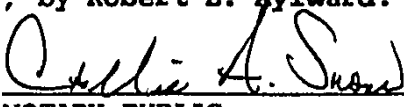
This corporation may enter into indemnification agreements and adopt bylaw provisions for the indemnification of any director, officer, employee, or agent of the corporation, or may provide, at the corporation's election, for indemnification of any director, officer, employee, or agent of the corporation without agreement or bylaw provisions to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation the 18 day of March, 1997.


ROBERT E. AYLWARD

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged and sworn to before me this 18 day of March, 1997, by Robert E. Aylward. He is personally known to me.


NOTARY PUBLIC

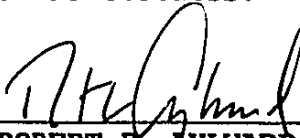
My Commission Expires:



EYE CARE NETWORK OF CENTRAL FLORIDA, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Robert E. Aylward, having been named as registered agent to accept service of process for the above named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.



ROBERT E. AYLWARD

ECNCF/CHTR

FILED
97 MAR 19 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA