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ACCOUNT NO. : 072100000032
REFERENCE : 357855 7128858
AUTHORIZATION :
COST LIMIT : \$ PPD

RECEIVED
MAY 7 1997
TALLAHASSEE, FLORIDA

ORDER DATE : May 7, 1997
ORDER TIME : 1:07 PM
ORDER NO. : 357855-005
CUSTOMER NO: 7128858

CUSTOMER: Ms. Lorraine Ingham
MS. LORRAINE INGHAM

805 Maple Ridge Road
Palm Harbor, FL 34683

9000002120379--9
-05/07/97--01121--018
****122.50 ****122.50

DOMESTIC FILING

NAME: RICHARD P. INGHAM, O.D., P.A.

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: CARINA DUNLAP

EXAMINER'S INITIALS: _____

RECEIVED
97 MAY -7 PM 3:25
TALLAHASSEE, FLORIDA

RICHARD P. INGHAM, O.D.
805 MAPLE RIDGE ROAD
PALM HARBOR, FL 34683

April 28, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

Re: RICHARD P. INGHAM, O.D., P.A.

Gentlemen:

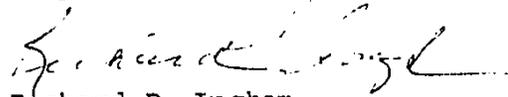
Enclosed are two original Articles of Incorporation for the above-named corporation, along with two original Certificates Designating Place of Business or Domicile for the Service of Process Within Florida, Naming Agent Upon Whom Process May Be Served, for this corporation.

Also, enclosed is our check in the amount of \$122.50, representing the following fees with respect to this corporation:

Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Registered Agent Fee	<u>\$ 35.00</u>
TOTAL	<u>\$122.50</u>

Please file the original of the enclosed Articles of Incorporation and return a certified copy to me.

Very truly yours,


Richard P. Ingham

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Enclosures

ARTICLES OF INCORPORATION
OF
RICHARD P. INGHAM, O.D., P.A.

97 MAY -7 PM 4:05
TALLAHASSEE, FLORIDA

The undersigned person, competent and licensed to practice Optometry in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation and Limited Liability Company Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE 1: NAME: The name of this Corporation is:

RICHARD P. INGHAM, O.D., P.A.

ARTICLE 2: DURATION: The term of existence of the Corporation is perpetual.

ARTICLE 3: PURPOSE: The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

a. To engage in every aspect in the practice of optometry, and all its fields of specializations, as are engaged in by optometry professionals.

b. To engage and render the professional services involved only through its officers, agents and employees who shall be optometrists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE 4: CAPITAL STOCK:

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be one thousand (1,000) shares of common stock at One Dollar (\$1.00) per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to optometrist professionals in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT:

A. Principal Place of Business Registered Office:
The principal place of business and/or mailing address of this Corporation, as well as its registered office address is 805 Maple Ridge Road, Palm Harbor, Florida 34683.

B. Registered Agent: The name of the initial registered agent of this Corporation at that address is RICHARD P. INGHAM.

ARTICLE 6: INCORPORATOR: The name and post office address of the sole incorporator is:

RICHARD P. INGHAM

805 Maple Ridge Road,
Palm Harbor, FL 34683

ARTICLE 7: INITIAL BOARD OF DIRECTORS: This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Shareholders, but shall never be less than one (1). The name and address of the initial director of this Corporation is:

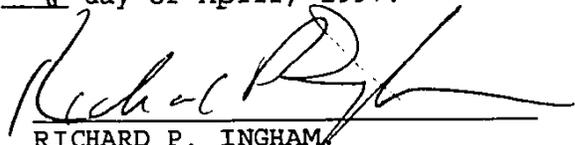
<u>Name</u>	<u>Address</u>
RICHARD P. INGHAM	805 Maple Ridge Road, Palm Harbor, FL 34683

ARTICLE 8: SEVERANCE AND TERMINATION OF EMPLOYMENT: If any officer, director, stockholder, agent or employee of the corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE 9: INDEMNIFICATION: The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 10: AMENDMENT: This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28 day of April, 1997.


RICHARD P. INGHAM
Incorporator

STATE OF FLORIDA

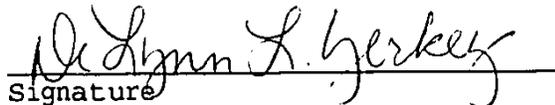
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 28 day of April, 1997, by RICHARD P. INGHAM, as incorporator of RICHARD P. INGHAM, O.D., P.A., a Florida Professional Services corporation to be formed, who is personally known to me, or who has produced a valid Florida Driver's License as identification.



DELYNN L. YERKEY
My Commission CC443800
Expires Mar. 08, 1999
Bonded by HAJ
800-422-1555




Signature

Print or Type Name of Notary

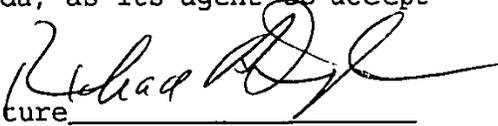
My Commission Expires:

Notary Public - State of Florida
(SEAL)

CERTIFICATE
Designating Place of Business or Domicile
for the
Service of Process Within Florida,
Naming Agent Upon Whom Process May be Served

In compliance with Section 48.091, Florida Statutes, the following is submitted with respect to this corporation's replacement Registered Agent:

That RICHARD P. INGHAM, O.D., P.A., desiring to organize or qualify under the laws of the State of Florida, with its place of business at 805 Maple Ridge Road, City of Palm Harbor, State of Florida, has named RICHARD P. INGHAM, located at 805 Maple Ridge Road, City of Palm Harbor, State of Florida, as its agent to accept service of process within Florida.


Signature: _____
Title: Incorporator
Date: April 28 1997

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.


Signature: _____
Registered Agent
Date: April 28 1997

APR 28 1997
7 PM 4:05
FLORIDA

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 28
day of April, 1997, by RICHARD P. INGHAM, who is personally known to
me, or who has produced a Florida Driver's License as identification,
and who did take an oath.



DELYNN L. YERKEY
My Commission **CO442800**
Expires Mar. 06, 1999
Bonded by HAI
800-422-1666

Delynn L. Yerkey
Signature

Print or Type Name of Notary

My Commission Expires:

Notary Public - State of Florida
(SEAL)

WALLMUSSE, FLORIDA

APR 28 7 05 PM '97

1997 APR 28