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ACCOUNT NO. : 072100000032

REFERENCE : 391438 11401A

AUTHORIZATION :

*Patricia Pzyto*

COST LIMIT : \$ 122.50

ORDER DATE : May 14, 1997

ORDER TIME : 8:56 AM

ORDER NO. : 391438-005

400002180904--7

CUSTOMER NO: 11401A

CUSTOMER: John A. Naser, Esq  
JOHN A. NASER, P.A.

Suite 201  
1401 South Florida Avenue  
Lakeland, FL 33803

DOMESTIC FILING

NAME: VISION CARE PLUS, 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:

*f 3/16/97*

RECEIVED  
97 MAY 16 AM 9:59

FILED  
SECRETARY OF STATE  
FLORIDA

ARTICLES OF INCORPORATION  
OF  
VISION CARE PLUS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

VISION CARE PLUS, INC.

The address of the principal office of this corporation shall be 1530 Broken Arrow Trail, North, Lakeland, Florida 33813, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Peter Urban	1530 Broken Arrow Trail, North
Dir./Pres./Sec./Treas.	Lakeland, Florida 33813

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ON SEP 15 1997 FILED  
IN OFFICE OF THE  
CLERK OF THE CIRCUIT COURT  
IN AND FOR THE  
JUDICIAL CIRCUIT IN AND FOR  
THE COUNTY OF ALBANY, FLORIDA

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on May 15, 1997.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar

Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar

Its Agent, Karen B. Rozar

GLS/smr