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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 420757 11186A

AUTHORIZATION :

*Patricia Pizot*

COST LIMIT : \$ 122.50

97 JUN - 9 11:32  
TALLAHASSEE, FLORIDA

ORDER DATE : June 9, 1997

ORDER TIME : 9:39 AM

ORDER NO. : 420757-005

CUSTOMER NO: 11186A

200002205622--8

CUSTOMER: Sheryl A. Edwards, Esq  
LUTZ WEBB PARTRIDGE BOBO &  
BAITTY, P.A.  
2 North Tamiami Trail  
1 Sarasota Tower, Suite 500  
Sarasota, FL 34236

DOMESTIC FILING

NAME: UNIVERSITY OPTICAL, 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: Tonya C. Holliday

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
97 JUN - 9 AM 11:32  
DIVISION OF CORPORATION

8N JUN - 9 1997

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**ARTICLES OF INCORPORATION  
OF  
UNIVERSITY OPTICAL, INC.**

FILED  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA  
JAN 10 1982

The undersigned subscriber to the articles of incorporation, who is a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida as follows:

**ARTICLE I.**

Name

The name of this corporation is **UNIVERSITY OPTICAL, INC.** The mailing address of the corporation is 12901 Bruce B. Downs Boulevard, MDC-21, Tampa, Florida 33612.

**ARTICLE II.**

Term of Existence

The date when corporate existence shall commence shall be the date of filing of these articles with the Department of State, and the corporation shall have perpetual existence thereafter.

**ARTICLE III.**

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 IV.

### Powers

The corporation shall have power:

- A. To have perpetual succession by its corporation name.
- B. To sue and be sued, complain and defend in its corporate name in all actions or proceedings.
- C. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- D. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- E. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- F. To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.
- G. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.
- H. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and

secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

I. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

J. To conduct its business, carry on its operations, and have offices and exercise the powers granted by the laws of this state within or without this state.

K. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

L. To make and alter bylaws, not inconsistent with these articles of incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation.

M. To make donations for the public welfare or for charitable, scientific or educational purposes.

N. To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

O. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.

P. To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

Q. To provide insurance for its benefit on the life of any of its directors, officers, or employees or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

R. To have and exercise all powers necessary or convenient to effect its purposes.

#### **ARTICLE V.**

##### **Capital Stock**

This corporation is authorized to issue One Hundred (100) shares of ONE DOLLAR (\$1.00) par value common stock, which may be fractional shares. All stock, when issued, shall be fully paid and non-assessable.

#### **ARTICLE VI.**

##### **Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 15455 Plantation Oaks Drive, Unit 6, Tampa, Florida 33647, and the name of its initial registered agent at such address is Penny Persinger.

#### **ARTICLE VII.**

##### **Directors**

The corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the board of directors, but any amendment to the bylaws which either increases or decreases the number of directors shall be ratified by holders of a majority of the outstanding shares of stock of the corporation, provided that the corporation shall always have at least one director. The name and street address of the initial directors of this corporation, who shall serve until their successors are duly elected and qualified are:

Name

Address

Penny Persinger

15455 Plantation Oaks Drive, Unit 6  
Tampa, Florida 33647

Richard Hill

1835 Coronado Drive  
Ft. Myers, Florida 33901

Dr. Kenneth Andronico

14545 Bruce B. Downs Boulevard, #2516  
Tampa, Florida 33613-2751

**ARTICLE VIII.**

Subscriber

The name and street address of the incorporator signing these articles of incorporation are:

Name

Address

Penny Persinger

15455 Plantation Oaks Drive, Unit 6  
Tampa, Florida 33647

**ARTICLE IX.**

Special Provisions

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors of this corporation.

**ARTICLE X.**

Indemnification

The corporation shall indemnify any director or officer or any former director or officer, to the full extent permitted by law.

## ARTICLE XI.

### Preemptive Rights

Each shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the corporation.

## ARTICLE XII.

### Removal of Directors

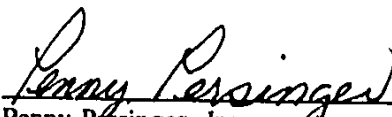
The shareholders of this corporation shall be entitled to remove any director from office at any time for any reason whatsoever, whether or not there is cause for removal.

## ARTICLE XIII.

### Amendment

These articles of incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation on June 6, 1997.

  
Penny Persinger, Incorporator

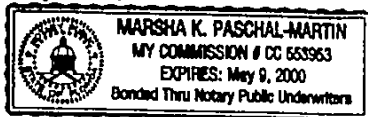
STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 6 day of June, 1997, by  
PENNY PERSINGER,

/ who is personally known to me, or  
who has produced Michigan DL as identification

and who did take an oath, and who acknowledged before me that PENNY PERSINGER executed  
the same freely and voluntarily for the purposes therein expressed.

(Notary Seal)



Marsha K. Paschal-Martin  
NOTARY PUBLIC

Print Name: Marsha K. Paschal-Martin

State of Florida at Large (Seal)

My Commission Expires: May 9, 2000

ACCEPTANCE

I hereby agree, as Registered Agent, to accept service of process at 15455 Plantation Oaks Drive, Unit 6, Tampa, Florida 33647; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law. I am familiar with and accept the obligations provided for in Section 607.0505 of the Florida Statutes.

Penny Persinger

Penny Persinger  
Registered Agent

LVAD/PERSINGER/ARTICLES.INC

JUN 11 1997

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