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JAMES WM. KNOWLES  
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2812 MANATEE AVENUE WEST  
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\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: RUSSELL L. BENUCHE, II, O.D., & ASSOCIATES,

Gentlemen:

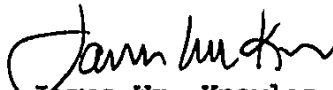
I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Fee	35.00
Total	\$122.50

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

Your prompt attention to this matter would be appreciated.

Sincerely,

  
James Wm. Knowles

JWK:lds

Enclosures

P. O. Box 6327 JUN 13 1997

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634  
397 31925



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

April 3, 1997

**JAMES WM KNOWLES ESQUIRE**  
2812 MANATEE AVE WEST  
BRADENTON, FL 34205

**SUBJECT: RUSSELL L .BENUCHE, II, O.D., & ASSOCIATES, P.A.**  
Ref. Number: W97000007722

**FILED**  
**97 JUN 13 PM 2:05**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for **RUSSELL L .BENUCHE, II, O.D., & ASSOCIATES, P.A.** and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

**Freida Chesser**  
Corporate Specialist

Letter Number: 297A00016736

**ARTICLES OF INCORPORATION  
FOR PROFESSIONAL CORPORATION  
RUSSELL L. BENUCHE, II, O.D., & ASSOCIATES, P.A.**

FILED  
91 JUN 13 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural 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 General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**I  
NAME OF CORPORATION**

The Name of this corporation is **RUSSELL L. BENUCHE, II, O.D., & ASSOCIATES, P.A.** Mailing Address 4141 South Tamiami Trail, Suite 22, Sarasota, Florida 34231

**II  
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 optometrists.
- 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.

**III  
CAPITAL STOCK**

- a. The maximum numbers of shares of stock that the corporation is authorized to have outstanding at any time shall be 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 optometrists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

#### **IV DURATION**

The corporation shall have perpetual existence.

#### **V REGISTERED AGENT**

The name and address of the initial registered agent and office of this corporation as follows:

RUSSELL L. BENUCHE, II  
4141 South Tamiami Trail  
Suite 22  
Sarasota, Florida 34231

#### **VI INCORPORATOR**

The name and address of the Incorporator is as follows:

RUSSELL L. BENUCHE, II  
4141 South Tamiami Trail  
Suite 22  
Sarasota, Florida 34231

#### **VII BOARD OF DIRECTORS**

The corporation shall have a Board of Directors consisting of one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director of this corporation is:

RUSSELL L. BENUCHE, II  
4141 South Tamiami Trail  
Suite 22  
Sarasota, Florida 34231

**VIII**  
**INFORMAL SHAREHOLDER ACTION**

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

**IX**  
**SEVERANCE AND TERMINATION OF EMPLOYMENT**

If any officer, director, stockholder, agent or employee of this 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 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.

**X**  
**INFORMAL DIRECTOR ACTION**

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**XI**  
**INDEMNIFICATION**

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

**XII**  
**BY LAW AMENDMENT**

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in State of Florida, this 29<sup>th</sup> day of January, 1997.

Russell L. Benuche, II  
RUSSELL L. BENUCHE, II  
Incorporator

Russell L. Benuche, II  
RUSSELL L. BENUCHE, II  
Registered Agent

FILED  
97 JUN 13 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF MANATEE

BEFORE ME, the undersigned authority, personally appeared RUSSELL L. BENUCHE, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator and Registered Agent, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Bradenton, in the said County and State, this 29<sup>th</sup> day of January, 1997.

James Wm. Knowles  
NOTARY PUBLIC, STATE OF FLORIDA  
JAMES WM. KNOWLES



JAMES WM. KNOWLES  
MY COMMISSION # 00000000 EXPIRES  
July 27, 2000  
BORNED THEN THEY PAY INSURANCE, INC.