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June 9, 1997

Secretary of State
Corporate Division
Post Office Box 6327
Tallahassee, Florida 32314

600002212366-9
06/16/97-01017-008
****122.50 ****122.50

Re: University Eye Car/Optical, P.A.

Ladies or Gentlemen:

Enclosed in duplicate are the Articles of Incorporation for the above captioned professional corporation together with the certificate designating the Registered Agent. We also enclose our check in the amount of \$122.50 to cover the following:

1. \$35.00 - Filing Fee
2. \$52.50 - Certified Copy of Articles
3. \$35.00 - Filing Registered Agent Certificate

Subsequent to filing of the enclosed Articles of Incorporation, please forward the certified copy to me at the above letterhead address. Thank you for your cooperation in this matter.

Very truly yours,

HARRISON, HENDRICKSON,
DOUGLASS & KIRKLAND, P.A.

By:


Thomas W. Harrison

TWH:gb
Enclosures

97 JUN 16 1997
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CP
6/16/97

ARTICLES OF INCORPORATION
OF
UNIVERSITY EYE CARE/OPTICAL, P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 16 PM 12:05

The undersigned, for the purpose of forming a professional corporation under the provisions of Chapter 621 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I - NAME

The name of the Corporation shall be UNIVERSITY EYE CARE/OPTICAL, P.A. The mailing address of the Corporation shall be, Unit 22A, Center at University Parkway, Sarasota, Florida 34243.

ARTICLE II - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in the practice of practice of optometry and the sale of optical products and activities related thereto.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on professional service corporations pursuant to the laws of the State of Florida.

ARTICLE III - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of the Corporation shall be one thousand (1,000) shares of common stock having no par value.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of three (3)

Directors, whose names and addresses are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------------------|---|
| KENNETH W. LAWSON, O.D. | 5632 26 th Street West Bradenton, Florida 34207 |
| JAMIE S. LAWSON, O.D. | 5632 26 th Street West Bradenton, Florida 34205 |
| GLENN ALTMAN, O.D. | 5632 26 th Street West Bradenton, Florida 34205 |

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VI - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the Shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the Shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the Shareholders may provide that it shall be altered, amended, or repealed only by the Shareholders.

ARTICLE VII - AMENDMENTS

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

ARTICLE VIII - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 1206 Manatee Avenue West, Bradenton, Florida 34205.

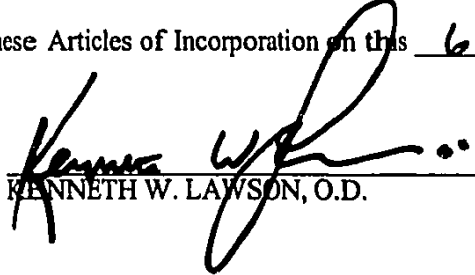
Section 2. The name of the initial registered agent of the Corporation located at said address shall be THOMAS W. HARRISON.

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------------------|---|
| KENNETH W. LAWSON, O.D. | 5632 26 th Street West Bradenton, Florida 34207 |

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 6 day of - June, 1997.


KENNETH W. LAWSON, O.D.

STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared KENNETH W. LAWSON, O.D. to me known to be the person described in and who executed the foregoing Articles of Incorporation and that he acknowledged before me that he executed the same. I relied upon the following form of identification of the above named person:

i who is personally known to me,
— who produced _____ as
identification.

WITNESS my hand and official seal in the County and State last aforesaid this 6
day of June, 1997.

Geraldean Poe Bozza
Notary Public Signature
GERALDEAN POE BOZZA
Printed Name
Notary Public-State of Florida
Commission No. _____

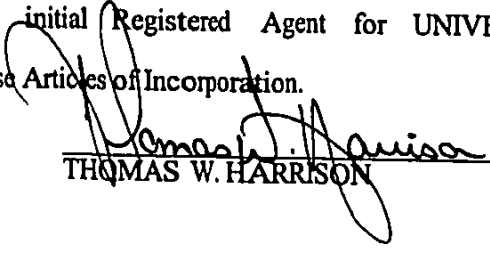
My Commission Expires:

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ACCEPTANCE

I hereby accept to act as initial Registered Agent for UNIVERSITY EYE
CARE/OPTICAL, P.A., as stated in these Articles of Incorporation.



THOMAS W. HARRISON

FILED
STATE
SECRETARY OF RECORDS
DIVISION
97 JUN 12 10 10 AM '05