

P97000058155

7/02/97

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

11:19 AM

((H97000010900 3)))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY G. RODRIGUEZ

UIS

PHONE: (305) 672-0686

FAX #: (305) 672-9110

NAME: PROFESSIONAL EYECARE MANAGEMENT INC.

AUDIT NUMBER.....H97000010900

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$78.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

FILED  
97 JUL -2 PM 3:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7/2/97

H97000010900

FILED

## ARTICLES OF INCORPORATION

97 JUL -2 PM 3:17

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### Article I. Name

The name of this Florida corporation is:  
Professional Eyecare Management Inc.

### Article II. Address

The mailing address of the Corporation is:  
Professional Eyecare Management Inc.  
11025 Spring Hill Drive  
Spring Hill FL 34608

### Article III. Registered Agent

The name and address of the registered agent of the Corporation is:  
Fredrick L. Weinberg  
11025 Spring Hill Drive  
Spring Hill FL 34608

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Fredrick L. Weinberg  
David E. Parrish

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.  
401 Ocean Drive #312 (Door Code 125)  
Miami Beach FL 33139-6629  
(305) 672-0686

H97000010900

Copyright © 1993-1997 CC

H97000010900

Article V. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value \$1.00 per share.

Article VI. Incorporator

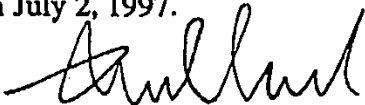
The name and address of the incorporator is:

Corporate Creations International Inc.  
401 Ocean Drive #312 (Door Code 125)  
Miami Beach FL 33139-6629

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on July 2, 1997.

The undersigned incorporator executed these Articles of Incorporation on July 2, 1997.



---

CORPORATE CREATIONS INTERNATIONAL INC.

Luis A. Uriarte Vice President

Corporate Creations International Inc.  
401 Ocean Drive #312 (Door Code 125)  
Miami Beach FL 33139-6629  
(305) 672-0686

H97000010900

Copyright © 1993-1997 CC

H97000010900

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**

Professional Eyecare Management Inc.

**REGISTERED AGENT/OFFICE:**

Fredrick L. Weinberg  
11025 Spring Hill Drive  
Spring Hill FL 34608

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



FREDRICK L. WEINBERG

by L.A. Uriarte as attorney-in-fact

Date: July 2, 1997

Corporate Creations International Inc.  
401 Ocean Drive #312 (Door Code 125)  
Miami Beach FL 33139-6629  
(305) 672-0886

H97000010900

FILED  
97 JUL -2 PM 3:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA