

P97000061385



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 462335 4371276

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 15, 1997

ORDER TIME : 10:55 AM

ORDER NO. : 462335-005

CUSTOMER NO: 4371276

CUSTOMER: Robert J. Stambaugh, Esq
SHARIT BUNN & CHILTON

99 Sixth Street, S.w.

Winter Haven, FL 33880

100002238431--6
-07/15/97--01054--027
****122.50 ****122.50

DOMESTIC FILING

NAME: HARRIS OPHTHALMIC, 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: Warren Whittaker

EXAMINER'S INITIALS: _____

RECEIVED
97 JUL 15 PM 12:22
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA
97 JUL 15 PM 2:51

8N JUL 15 1997

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**ARTICLES OF INCORPORATION
OF
HARRIS OPHTHALMIC, INC.**

FILED

1997 JUL 15 PM 2:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is **HARRIS OPHTHALMIC, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 904 Magnolia Avenue, Auburndale, FL 33823.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation will have one class of stock and is authorized to have outstanding 10,000 shares (with a par value of \$1.00 per share) at any one time. The one class of stock has unlimited voting rights and, upon dissolution, is entitled to receive the net assets of the corporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 904 Magnolia Avenue, Auburndale, FL 33823, and the name of the initial registered agent of this corporation at that address is JERRY WAYNE HARRIS.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

There shall be a Board of Directors for this corporation, which shall consist of two Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one.


ARTICLE VII - INCORPORATORS

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

Robert J. Stambaugh
99 Sixth Street, S. W.
Winter Haven, FL 33880

The original incorporator of this corporation may sell, exchange, assign, or transfer all of the stock subscribed for in these Articles of Incorporation, and deliver these Articles of Incorporation, together with the good will and corporate franchises of this corporation to the transferees or assignees; and in such event, all current Directors shall thereupon expire and a new election shall be called and held by the transferees for the election of new Directors to hold office until their successors are elected and qualify thereafter in due course from time to time.

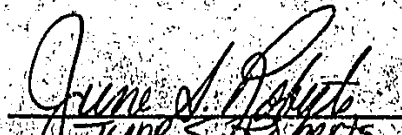
IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 14th day of July, 1997.

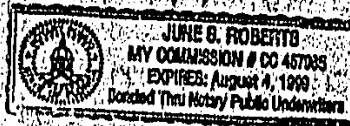

ROBERT J. STAMBAUGH

STATE OF FLORIDA

COUNTY OF POLK

The foregoing was acknowledged before me by ROBERT J. STAMBAUGH who is personally known to me this 14th day of July, 1997.


June S. Roberts
Print Name of Notary Public
Commission No. CC 457985
My Commission expires: 8/1/99



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OF DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In accordance with Chapter 607.0505, Florida Statutes, the following is submitted in compliance with said Act:

HARRIS OPHTHALMIC, INC. desiring to organize under the laws of the State of Florida, with its principal office in the City of Auburndale, County of Polk, and State of Florida, has named JERRY WAYNE HARRIS, 904 Magnolia Avenue, Auburndale, Polk County, FL, 33823, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated herein, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Dated: July 14, 1997.


JERRY WAYNE HARRIS

FILED
97 JUL 15 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA