

P97000071195

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Walnut Medical & Optical Care Inc.  
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 122.50.

+ 50 for Fictitious NAME

FROM:

David L. Comley  
Name

2919E N. Military Tr., #210  
Address

West Palm Beach, FL 33409  
City, State & Zip

(561) 747-6400  
Telephone Number

6000002268030--1  
-08/15/97--11057 -002  
\*\*\*\*172.50 \*\*\*\*172.50

Note: Additional copy of articles is needed only when certified copy is requested.

FILED  
97 AUG 15 PM 12:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AUG 18 1997

FILED  
97 AUG 15 PM 12:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Walnut Medical & Optical Care Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Walnut Medical & Optical Care Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

2919E N. Military Trail  
Suite 210  
West Palm Beach, FL 33409

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 10000

shares of Common Stock each having a par value of one (1) dollar per share. Authorized Capital stock may be paid for in cash, services, or property, at a just value.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Richard Wells  
1855 Center St.  
#20  
Jupiter, FL 33458

ARTICLE V INCORPORATOR(S)

The name(s) and street address(s) of the incorporator(s) to these Articles of Incorporation is(are):

Name David L. Comley  
Address 2919E Military Tr., #210  
City State & Zip West Palm Beach, FL 33409

ARTICLE VI CAPITAL CONTRIBUTION

The amount of Capital with which this corporation shall begin business is one hundred dollars (\$100.00) cash.

ARTICLE VII DURATION

This corporation shall exist perpetually.

ARTICLE VIII PURPOSE

This corporation is organized for the purpose of any and all lawful businesses for which corporations may be incorporated under the Florida General Corporation Act.

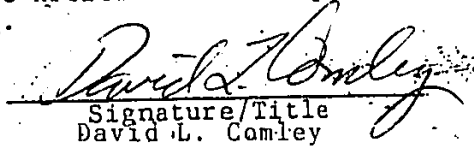
ARTICLE IX INDEMNIFICATION

This corporation shall indemnify any officer or any former officer to the full extent permitted by law.

ARTICLE X AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in the Articles of Incorporation, and any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned has(have) executed these Articles of Incorporation this  
8th day of August, 1997.

  
Signature/Title  
David L. Comley  
Sec., Pres.

\_\_\_\_\_  
Signature/Title

\_\_\_\_\_  
Signature/Title

CERTIFICATE OF SIGNATION

FILED

97 AUG 15 PM 12:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Walnut Medical & Optical Care Inc.

2. The name and address of the registered agent and office is:

Richard Wells

(NAME)

1855 Center St., #20

(P.O. BOX NOT ACCEPTABLE)

Jupiter, FL 33458

(CITY/STATE/ZIP)

SIGNATURE

David J. Conley  
(corporate officer)

TITLE Pres./ Sec.

DATE

8/8/97

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Richard Wells

DATE

8-9-97

REGISTERED AGENT FILING FEE: \$35.00