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WARREN W. DILL, P.A.  
ATTORNEY-AT-LAW

WARREN W. DILL

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SEBASTIAN, FLORIDA 32958  
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September 16, 1997

Attorneys' Title Insurance Fund, Inc.  
660 East Jefferson Street  
Suite 200  
Tallahassee, FL 32301

Return To  
P.O. ASAP

FILED  
97 SEP 18 PM 3:45  
SECTION OF STATE  
TALLAHASSEE, FLORIDA

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-09/18/97--01091--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

BY FEDERAL EXPRESS THIS DATE

re: Articles of Incorporation of  
Primary Eye Care Group, P.A.

Dear Sir or Madame:

I have enclosed duplicate originals of the Articles of Incorporation of Primary Eye Care Group, P.A., along with check # 4037, in the amount of \$70.00, for the filing fee of \$35.00, and Designation of Registered Agent of \$35.00. Please deliver the enclosed Articles of Incorporation to the Department of State, Division of Corporations, and if they are acceptable, please file one set and stamp and send one set of the Articles back to me using my Federal Express account number 1969-9925-6. Please bill me for your service.

Thanking you in advance for your assistance, I remain.

Very truly yours,

*Warren W. Dill*

Warren W. Dill  
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Enclosures

RECEIVED  
97 SEP 19 PM 2:00  
DIVISION OF CORPORATIONS

K. Rolfe SEP 18 1997

ARTICLES OF INCORPORATION  
OF

**PRIMARY EYE CARE GROUP, P.A.**

The undersigned subscriber to these articles of incorporation being duly licensed to practice optometry under the laws of the State of Florida adopts these articles to form a corporation under the Professional Service Corporation Act, F.S. 621 and other laws under the State of Florida.

**ARTICLE I - NAME**

The name of the professional service corporation shall be: PRIMARY EYE CARE GROUP, P.A.

**ARTICLE II - PRINCIPAL OFFICE**

The principal office and mailing address of this corporation shall be: 2702 Whistler Street, West Melbourne, Florida 32904.

**ARTICLE III - PURPOSE**

The professional service corporation is formed to engage in every phase and aspect of the primary health care of the eye (medical practice of optometry). In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

**ARTICLE IV - TERM OF EXISTENCE**

This professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

**ARTICLE V - CAPITAL STOCK**

The capital stock of the professional service corporation shall be 1000 shares of common stock having a par value of \$10.00 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice optometry in the State of Florida.

FILED  
97 SEP 18 PM 3:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### **ARTICLE VI - DESIGNATION OF REGISTERED AGENT**

The address of the initial registered office of this professional service corporation is 2702 Whistler Street, West Melbourne, Florida 32904. The name of the initial Registered Agent at that address is DAVID P. TODD.

#### **ARTICLE VII - DIRECTORS**

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one (1) member. The name and address of the member of the first board of directors is:

##### **NAME**

David P. Todd

##### **ADDRESS**

2702 Whistler Street  
Melbourne, FL 32904

#### **ARTICLE VIII - SUBSCRIBER**

The name and address of the person signing these articles of incorporation as subscriber is David P. Todd.

#### **ARTICLE IX - RESTRAINT ON ALIENATION OF SHARES**

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details of the disposition, shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice optometry in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

**ARTICLE X - AMENDMENT**

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17 day of September, 1997.

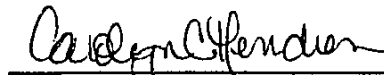
  
David P. Todd

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

The foregoing articles of incorporation were acknowledged before me on the 17<sup>th</sup> day of September, 1997, by David P. Todd, who is personally known to me or has produced \_\_\_\_\_ as identification.



CAROLYN C. HENDREN  
COMMISSION # CC 667491  
EXPIRES SEP 6, 2001  
BONDED THRU  
ATLANTIC BONDING CO., INC.

  
\_\_\_\_\_

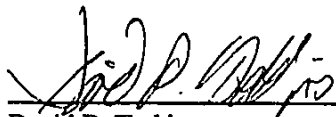
Notary Public

My Commission No. is:

My Commission Expires:

**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED PROFESSIONAL SERVICE CORPORATION, AT THE PLACE DESIGNATED, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0501, FLORIDA STATUTES.



David P. Todd  
Registered Agent

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of September, 1997, by David P. Todd, who is personally known to me or has produced \_\_\_\_\_ as identification.

SEAL





Notary Public, State of Florida  
My Commission Expires:  
My Commission Number is:

FILED  
97 SEP 18 PM 3:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA