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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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FAX #: (305) 541-3770

NAME: GULFCOAST EYE PHYSICIANS, INC.

AUDIT NUMBER.....H97000015767

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

CERT. OF STATUS..0

PAGES..... 4

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FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

September 23, 1997

EMPIRE

SUBJECT: GULFCOAST EYE PHYSICIANS, INC.
REF: W97000021833

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GULFCOAST EYE PHYSICIANS, INC.

The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the corporation is Gulfcoast Eye Physicians, Inc. (the "Corporation").
- SECOND:** The street address of the initial principal office is unknown, however, the mailing address of the Corporation is 1435 Immokalee Road, Naples, Florida 34110.
- THIRD:** The Corporation is authorized to issue 1,000 shares of common stock, par value \$.01 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the registered agent at that address is: B & C Corporate Services, Inc.
- FIFTH:** The name and address of the incorporator of the Corporation is: Dawn Lankford Bowling, Broad and Cassel, Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- SIXTH:** The Corporation is organized for the purpose of transacting in any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

Dawn Lankford Bowling, P.A.
Florida Bar Number 0938734
Broad and Cassel
Miami Center, Suite 3000
200 South Biscayne Boulevard
Miami, Florida 33131
(305) 373-9400

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SEVENTH: The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name of the initial director of the Corporation is Jeffrey L. Zimm, M.D.

EIGHTH: The Corporation shall indemnify its officers and directors, and its former officers and directors to the fullest extent permitted by law.

NINTH: The corporate existence of the Corporation shall commence upon the filing of these Articles of Incorporation and the Corporation shall have perpetual existence.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22nd day of September, 1997.


Dawn Lankford Bowling, Incorporator

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ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

B & C CORPORATE SERVICES, INC.

By: Martha Freeman
Martha Freeman, Assistant Secretary

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