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ACCOUNT NO. : 072100000032

REFERENCE: 572149 10231A

COST LIMIT :

AUTHORIZATION:

ORDER DATE: October 21, 1997

ORDER TIME : 11:12 AM

ORDER NO. : 572149-005

CUSTOMER NO: 10231A

CUSTOMER: Judy Cleary, Legal Asst

G. MICHAEL KEENAN, ESQ

200002326222--1

Suite A, 2nd Floor 325 Clematis Street

West Palm Beach, FL 33401-4603

DOMESTIC FILING

NAME: WILLIAM L. ROLL, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

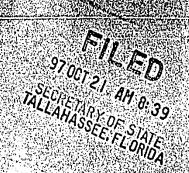
EXAMINER'S INITIALS:

SN OCT 2 2 1997;

ARTICLES OF INCORPORATION

OF.

WILLIAM L. ROLL, P.A



The undersigned incorporator hereby forms a corporation under Chapter 621 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

WILLIAM L. ROLL, P.A.

The address of the principal office of this corporation shall be 6087 Dimond Street, Palm Beach Gardens, FLorida 33418, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in every aspect of the business of rendering the same professional services to the public that an Optometrist, duly licensed under the laws of the State of Florida, is authorized to render. This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

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

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on October 21, 1997.

It's Agent, Deborah D. Skipper Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Alborah A. Skipper
It's Agent, Deborah D. Skipper
Authorized Service Representati

Authorized Service Representative Corporation Service Company

HBD/rww

97 OCT 21 MM 8: 39
SEVERTARY DE FLORIDA