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HENDRIK UITERWYK, P. A.

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97001-00
FILED
REPLY TO:
POST OFFICE BOX 433
TALLAHASSEE, FLORIDA 32304
OCT 14 1997
AM 12:52

October 14, 1997

Department of State
Division of Corporations
P. O. Box 5327
Tallahassee, Florida 32304

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-10/29/97--01013--008
****122.50 ****122.50

Re: Articles of Incorporation
Dennis Linsey, O.D. P.A.

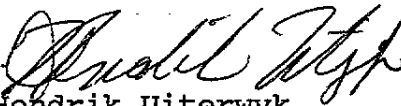
Dear Sir:

Enclosed is an original and duplicate copy of the Articles of Incorporation of this proposed corporation, together with the Acceptance of Registered Agent.

Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return it to our office.

A check is also enclosed in the amount of \$122.50 to cover the cost of your service.

Cordially yours,


Hendrik Uiterwyk

/af
Enclosures

ENCLOSURE

OCT 30 1997

ARTICLES OF INCORPORATION
OF
DENNIS LINSEY, O.D. P.A.

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be: DENNIS LINSEY, O.D., P.A.

ARTICLE II

BUSINESS AND PURPOSE

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be as follows:

(a) to engage solely and specifically in the business of carrying on the general practice of optometry;

(b) to invest in real estate, mortgages, stocks, bonds or any other type of investments;

(c) to own real and personal property necessary for the rendering of the above professional services; and

(d) in general, to have and exercise all powers conferred by the laws of Florida upon professional service corporations and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

(e) The principal place of business of the corporation shall be 8936 U.S. Hwy N., Port Richey, Florida 34668.

ARTICLE III

Existence of Corporation

In accordance with Section 607.0203, Florida Statutes, the existence of this corporation shall commence on the date of incorporation and shall thereafter be perpetual.

ARTICLE IV

Capital Stock

The amount of capital stock authorized shall consist of 1,000 shares of the common voting stock having a par value of \$1.00 per share, payable in lawful money of the United States of America or in property, at a just valuation to be fixed by the Board of Directors of this Corporation. The capital stock of the Corporation may at any time be increased or decreased as provided by the laws of Florida.

ARTICLE V

Registered Office and Registered Agent

The initial registered office of this corporation shall be 12964 N. Dale Mabry, Tampa, Florida 33618 and the initial Registered Agent of this corporation shall be Dennis Linsey, and his office is 12964 N. Dale Mabry, , Tampa, Florida, 33618. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VI

Board of Directors

The Board of Directors of this corporation consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of one (1) member, such member to hold office until his successor has been duly elected and qualified. The name and street address of the initial director is:

Name

Address

Dennis Linsey

12964 N. Dale Mabry Hwy.
Tampa, Florida 33618

ARTICLE VIII

Incorporators

The name and street address of the Incorporator making these Articles of Incorporation is:

Name

Address

Dennis Linsey

12964 N. Dale Mabry Hwy
Tampa, Florida 33618

ARTICLE IX

By-Laws

(a) The power to adopt the by-laws of this corporation to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation, provided,

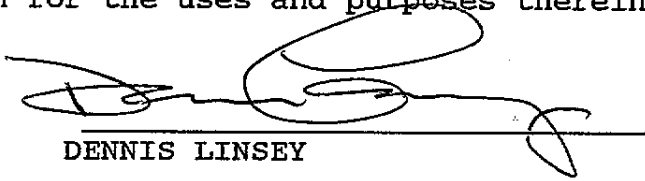
however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended or adopted by such vote of the stockholders may be altered, amended or repealed by the vote of the directors until two years shall have expired since such action by vote of such stockholders.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requires for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE X
Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

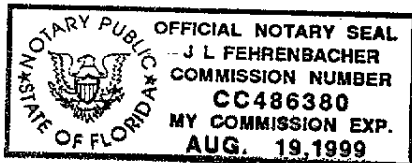
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein contained.


DENNIS LINSEY

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority on this 10th day of October, 1997, personally appeared DENNIS LINSEY, to be well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

Witness my hand and official seal the date aforesaid.



J. L. Fehrenbacher
Notary Public

My Commission Expires

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

First--That DENNIS LINSEY, O.D., P.A., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Tampa, State of Florida, has named DENNIS LINSEY, at 12964 N. Dale Mabry Hwy., Tampa, Florida, 33618, as its agent to accept service of process within the Florida.

Dennis Linsey
DENNIS LINSEY
(Corporate Officer)

Title: Director

Date: 10/10/97

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, 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 all matters.



DENNIS LINSEY
Registered Agent

Date: 10/10/97

FILED
97 OCT 29 AM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA