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NAME: R. MICHAEL SCHULZ, O.D., P.A.

AUDIT NUMBER.....H97000018334

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ARTICLES OF INCORPORATION
FOR PROFESSIONAL ASSOCIATION
OF
R. MICHAEL SCHULZ, O.D., P.A.

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TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice optometry in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provision of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION, PRINCIPAL OFFICE AND MAILING ADDRESS

R. Michael Schulz, O.D., P.A. shall be the name of this Corporation. The principal place of business and mailing address of the Corporation shall be: 5413 U.S. Highway 19 North, New Port Richey, Florida 34652.

ARTICLE II

PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

A. To engage in every aspect in the practice of optometry, and all its fields of specializations, as are engaged in by doctors of optometry.

B. To engage and render the professional services involved only through its officers, agents and employees who shall be doctors of optometry in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

C. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

D. To engage in no other business other than the rendition of the professional services specified herein.

THIS INSTRUMENT PREPARED BY:
JACK J. GELLER, Attorney
2560 Gulf To Bay Boulevard
Suite 300
Clearwater, Florida 34625
813 - 799-4840
Florida Bar No. 243991

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E. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

A. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be 10,000 shares of common stock at \$1.00 par value.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

C. Shares of the Corporation's stock and certificates shall be issued only to doctors of optometry in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

ARTICLE IV

DURATION

This Corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT

The address of this Corporation's initial registered office shall be 5413 U.S. Highway 19 North, New Port Richey, Florida 34652 and the name of its initial registered agent at said address shall be R. Michael Schulz. Having been so named to accept said service of process, said registered agent hereby accepts said designation of the Florida Statutes relating to keeping open said office and so accepts by signing the Articles of Incorporation hereunder.

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator is as follows: R. Michael Schulz, 5413 U.S. Highway 19 North, New Port Richey, Florida 34652.

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ARTICLE VII

BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the initial Directors of this Corporation shall be:

R. Michael Schulz
5413 U.S. Highway 19 North
New Port Richey, FL 34652

ARTICLE VIII

INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

ARTICLE IX

INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officers or director, to the full extent permitted by law.

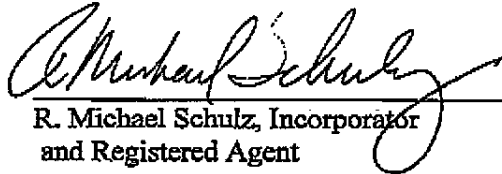
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ARTICLE XI

BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this Corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of the State of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 28 day of October, 1997.


R. Michael Schulz, Incorporator
and Registered Agent

schulz.art

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