

P97000099369



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 609407 4303929

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 122.50

ORDER DATE : November 21, 1997

ORDER TIME : 10:38 AM

ORDER NO. : 609407-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
21st Floor
1221 Brickell Avenue
Miami, FL 33131-3238

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DOMESTIC FILING

NAME: UNITED OPTOMETRISTS OF SOUTH
FLORIDA, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (1) CERTIFIED COPY
XX (1) PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

FILED
97 NOV 21 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 NOV 21 AM 11:23
DIVISION OF CORPORATION

m 11/21/97

ARTICLES OF INCORPORATION

OF

FILED

UNITED OPTOMETRISTS OF SOUTH FLORIDA, P.A.

97 NOV 21 PM 12: 32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for purposes of forming a professional corporation under the provisions of §607, the Florida Business Corporation Act (1993) and §621, the Professional Service Corporation Act, (1993), adopts the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be UNITED OPTOMETRISTS OF SOUTH FLORIDA, P.A. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the office of the Corporation is 1608 East Lake Way, Weston, Florida 33326.

ARTICLE III

The general purpose for which the corporation is organized is to engage in every aspect of the practice of optometry. The professional services involved in the corporation's practice of optometry may be rendered only through its officers, agents and employees who are duly authorized and licensed to practice optometry in the State of Florida.

The corporation shall not engage in any business other than the practice of optometry. However, the corporation may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby.

ARTICLE IV

The capital stock authorized shall be 100 shares, such shares shall be of a single class, and shall have a par value of \$10.00 per share.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Corporation Service Company.

ARTICLE VI

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the Bylaws, but shall not be less than one (1). The names and addresses of the persons who are to serve as the members of the initial board of directors are:

Peter Lemkin, O.D.
1608 East Lake Way
Weston, Florida 33326

ARTICLE VII

The name and address of the Incorporator is Fred Taubman, 1221 Brickell Avenue, Suite 2000, Miami, FL 33131.

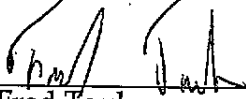
ARTICLE VIII

This Corporation shall only issue its common stock to an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the Corporation was incorporated. Shareholders of this Corporation shall not enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

ARTICLE IX

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him/her in connection with or arising out of any action, suit or proceeding in which he/she may be involved, by reason of his/her being or having been an officer, director or shareholder of the corporation to the full extent not prohibited by law.

Executed by the undersigned Incorporator on the 20 day of November, 1997.



Fred Taubman,
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of be UNITED OPTOMETRISTS OF SOUTH FLORIDA, P.A. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company


By: Karen Rozar, as Agent

Dated: November 20, 1997

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TALLAHASSEE, FLORIDA