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PLEASE REPLY TO:
RALPH ELVER
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December 11, 1997

SECRETARY OF STATE
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE FL 32314

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-12/16/97-01008--005
*****70.00 *****70.00

Re: Randall T. Parrish, Jr. O.D., P.A.
Our file #70249.001

Gentlemen:

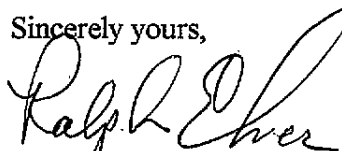
Enclosed you will find an original and one copy of the Articles Of Incorporation of the above referenced corporation. Please file the original, indicate the filing date on the copy, and return the copy to me.

Also enclosed is our check in the amount of \$70.00 covering the fees and charges for the items listed below, as indicated:

- A. Articles Of Incorporation filing fee (\$35.00).
- B. Registered Agent Designation Filing Fee (\$35.00).

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Sincerely yours,


Ralph Elver

RE:pd

Enclosures

FILED
97 DEC 16 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 12/16/97

**ARTICLES OF INCORPORATION
OF
RANDALL T. PARRISH, JR. O.D., P.A.
A Florida PROFESSIONAL SERVICE CORPORATION**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be Randall T. Parrish, Jr. O.D., P.A. and the principal place of business shall be 100 North Main Street, LaBelle, Florida 33935.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III. PROFESSIONAL SERVICE CORPORATION

A. License.

This corporation is specifically formed for rendering the same professional service to the public that any duly licensed optometrist, under the laws of this state, is authorized to render.

B. Powers.

The powers of the corporation are to:

1. Have all of the powers stated in the applicable provisions of the Florida Statutes, applicable to this corporation, except to the extent that any of the provisions of the Professional Service Corporation Act are interpreted to be in conflict with the provisions of said provisions, in which event, the provisions and sections of the said Professional Service Corporation Act shall take precedence.
2. Request changes in the Certificate of Incorporation at any time pursuant to law.
3. Change the street address in this state of the principal office of the corporation and to establish, from time to time, other locations for corporate operations pursuant to the Bylaws, and without the necessity of amending the Certificate of Incorporation.
4. Invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of its professional services.

Articles Of Incorporation Of Randall T. Parrish, Jr. O.D., P.A.

5. Purchase and acquire, in accordance with law and the Bylaws, any or all of its shares, owned and held by any person or entity, who desires to sell, transfer, or otherwise dispose of the said shares.

C. Conflict Of Interest.

Provided due notice is given to this corporation:

1. No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director or officer of this corporation is interested in, or is a director or officer of, such other corporation.
2. Any director of this corporation, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested.
3. No contract, or other transaction of this corporation with any person, firm, or corporation, shall be affected by the fact that any director or officer of this corporation is in any way connected with such person, firm or corporation.

ARTICLE IV. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE V. CAPITAL STOCK

This corporation shall have the authority to issue 1000, \$1.00 par value shares of common capital stock.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VII. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase

of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's Bylaws, but shall never be less than one.

The name and address of the individual who shall serve as Initial Director is Randall T. Parrish, Jr., 100 North Main Street, LaBelle, Florida 33935

ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE X. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office shall be: 100 North Main Street LaBelle, Florida 33935.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Randall T. Parrish, Jr. O.D.

ARTICLE XI. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: Randall T. Parrish, Jr. O.D., 100 North Main Street, LaBelle, Florida 33935.

ARTICLE XII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of

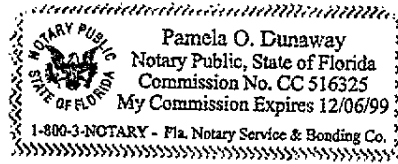
Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

Randall T. Parrish, Jr.
Randall T. Parrish, Jr. O.D.

State of Florida
County of Hendry

On Dec. 10, 1997, Randall T. Parrish, Jr. O.D., designated above as the individual who shall serve as this corporation's initial registered agent and incorporator, personally appeared before me and signed and acknowledged signing these Articles of Incorporation. This individual is personally known to me or did produce _____ as identification and did take an oath.

Pamela O. Dunaway
Notary Public
Pamela O. Dunaway
Printed Name of Notary Public



My Commission Expires:

(NOTARY SEAL)

RANDALL T. PARRISH, JR. O.D., P.A.
REGISTERED AGENT DESIGNATION CERTIFICATE

The undersigned, as an officer of Randall T. Parrish, Jr. O.D., P.A., authorized to sign this designation on behalf of Randall T. Parrish, Jr. O.D., P.A., hereby states:

I.

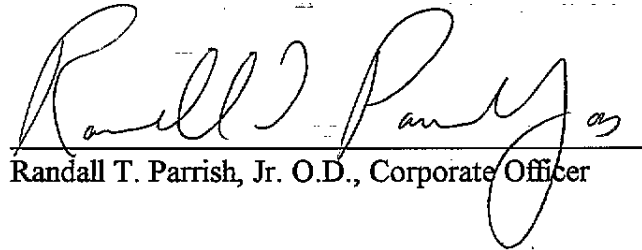
The address of this corporation's registered office, where service of process within the State of Florida may be served upon this corporation's registered agent, shall be:

100 North Main Street,
LaBelle, Florida 33935

II.

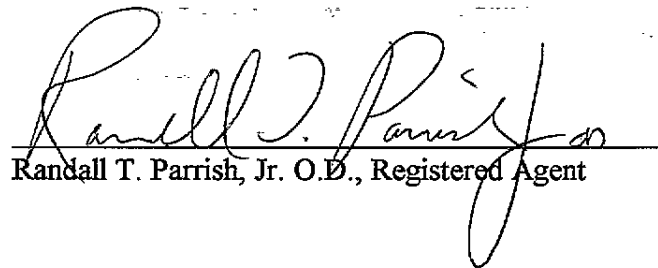
The name of the individual who shall serve as this corporation's registered agent, to accept service of process within the State of Florida, at that address is:

Randall T. Parrish, Jr. O.D.


Randall T. Parrish, Jr. O.D., Corporate Officer

ACCEPTANCE

Having been named as the registered agent, to accept service of process, within the State of Florida, at the registered office address indicated above, for Randall T. Parrish, Jr. O.D., P.A., I hereby accept the designation as the registered agent and agree to act and serve in that capacity on behalf of Randall T. Parrish, Jr. O.D., P.A.


Randall T. Parrish, Jr. O.D., Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA