



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 673113 10764A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 19, 1998

ORDER TIME : 10:26 AM

ORDER NO. : 673113-005

CUSTOMER NO: 10764A

CUSTOMER: William E. Loucks, Esq
SMITH HOOD PERKINS LOUCKS
STOUT ORFINGER & SELIS
Suite 900
444 Seabreeze Boulevard
Daytona Beach, FL 32118

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DOMESTIC FILING

NAME: INTERNATIONAL EYE ASSOCIATES,
P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 20 AM 10:17

RECEIVED
98 JAN 20 AM 10:37
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

INTERNATIONAL EYE ASSOCIATES, P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 20 AM 10:17

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, and a medical doctor duly licensed to render service as such under the laws of the State of Florida, hereby forms a professional corporation in accordance with the Florida Professional Service Corporation Act and other laws of the State of Florida, and hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I. NAME

The name of this corporation shall be:

INTERNATIONAL EYE ASSOCIATES, P.A.

ARTICLE II. PURPOSE

The general nature of the business to be transacted by this corporation and the purposes for which it is formed are as follows:

(a) To engage in every phase and aspect of the business of rendering the same professional services to the public that a medical doctor duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees, and agents of this corporation who are duly licensed under the laws of the State of Florida to render professional medical services therein.

(b) To promote medical, surgical and scientific research and knowledge; to furnish related laboratory and clinical services; to invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other types of investments, and to own real and personal property,

enter into contracts and engage in any lawful business necessary for the rendering of such professional services.

(c) To do everything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of this corporation enumerated in these Articles of Incorporation, or any amendment thereto, necessary or incidental to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of this corporation.

(d) It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended. All of the corporate powers set forth in Chapter 607 of the Florida Statutes and in Chapter 621 of the Florida Statutes shall be applicable to this corporation except that if any of the provisions of Chapter 621 are interpreted to be in conflict with Chapter 607, the provisions of Chapter 621 shall take precedence.

ARTICLE III. CAPITAL STOCK

The Capital Stock of this Corporation shall consist of five hundred (500) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE IV. CAPITALIZATION

The amount of capital with which this Corporation shall begin business shall be not less than Five Hundred (\$500.00) Dollars.

ARTICLE V. DURATION

The existence of this Corporation shall be perpetual.

ARTICLE VI. ADDRESS OF CORPORATION

The principal office and mailing address of this Corporation is to be located at 570 Memorial Circle, Ormond Beach, FL 32174, with the privilege of having other offices at other places within and without the State of Florida.

ARTICLE VII. REGISTERED AGENT

The initial registered office of this Corporation shall be 570 Memorial Circle, Ormond Beach, FL 32174, and the initial registered agent of this Corporation at such office shall be Mark S. Rubin, M.D., who upon acceptance shall comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VIII. SUBSCRIBER

The name and address of the sole subscriber to these Articles of Incorporation who is a medical doctor duly licensed under the laws of the State of Florida is: Mark S. Rubin, M.D., 570 Memorial Circle, Ormond Beach, FL 32174.

ARTICLE IX. OFFICERS

The officers of said Corporation shall be a President and such other officers and agents as may be deemed necessary. All officers, agents and directors shall be chosen in such manner, shall hold their offices for such terms, and shall have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices.

ARTICLE X. SHAREHOLDERS

Shares of this corporation's capital stock shall be issued only to individuals who are

duly licensed to render services as a medical doctor under the laws of the State of Florida. No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder of this corporation.

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind or class as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE XI. VOTING TRUSTS

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE XII. DISQUALIFICATION

If any officer, shareholder, agent or employee of this corporation who has been rendering medical services to the public, shall become legally disqualified to render such services within the State, or shall accept employment which, pursuant to existing laws, shall place restrictions or limitations upon his continuing the rendering of such professional services, he shall sever all employment with and financial interest in this corporation forthwith.

ARTICLE XIII. ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objectives hereinabove stated, this corporation shall have all and singular the following powers:

(a) To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or corporation, joint venture or otherwise, with any person, firm or corporation to

carry on any business which this corporation has the direct or incidental authority to pursue.

(b) At its option, to purchase and acquire any and all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with the By Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation cannot be impaired thereby.

(c) To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan; (2) a profit-sharing plan; (3) a stock bonus plan; (4) a thrift and savings plan; (5) a restricted stock option plan; or (6) other retirement or incentive compensation plan.

ARTICLE XIV

It is the intent of the incorporator that the Corporation will qualify under Section 1244 of the Internal Revenue Code and that the Corporation may file as a Subchapter S Corporation.

ARTICLE XV. MANAGEMENT

The business of the Corporation may be managed by the shareholder or shareholders of the Corporation rather than by a Board of Directors.

ARTICLE XVI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a shareholders meeting by a majority of the shares of stock entitled to vote thereon, unless all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XVII. DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of

the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 15 day of January, 1998.



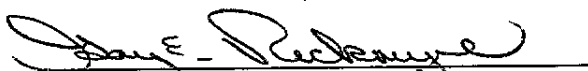
Mark S. Rubin, M.D.

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 15th day of January, 1998, by Mark S. Rubin, M.D., who is personally known to me.



GAY E. RICKMYRE
MY COMMISSION # CC454526 EXPIRES
July 8, 1999
BONDED THRU TROY FAIR INSURANCE, INC.



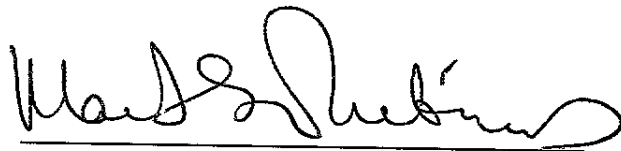
Name of Notary: Gay E. Rickmyre
Notary Public, State of Florida
Commission No. CC454526
My Commission expires: 7-8-99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 20 AM 10:17

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of INTERNATIONAL EYE ASSOCIATES, P.A., which is contained in the foregoing Articles of Incorporation.

DATED this 15 day of January, 1998.

A handwritten signature in black ink, appearing to read "Mark S. Rubin", written over a horizontal line.

Mark S. Rubin, M.D., Registered Agent