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Law Offices of
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January 27, 1998

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Corporate Records Bureau
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

AIRBORNE EXPRESS

Re: Articles of Incorporation for MICHAEL D. CHESN, O.D., P.A.

Ladies/Gentlemen:

Enclosed please find the original and one (1) copy of Articles of Incorporation along with my check in the amount of \$122.50 for the filing of same. Kindly, return a filed copy of said articles.

If you have any questions, please do not hesitate to contact me.

Very truly yours,



JOEL R. LAVENDER, ESQ.

JRL:sls
Enclosures

FILED
98 JAN 28 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
1-29-98

ARTICLES OF INCORPORATION
OF
MICHAEL D. CHESEN, O.D., P.A.

FILED
98 JAN 28 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Professional Service Corporation, being natural persons competent to contract, and admitted to practice as an optometrist under the laws of the State of Florida, desires to establish a Professional Service Corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is: MICHAEL D. CHESEN, O.D., P.A.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is: the practice of optometry by graduate optometrists licensed to practice in the State of Florida, the furnishing of related clinical services and the lease or purchase of such real and personal property as is necessary for the rendering of this practice.

The investment of funds in real estate, mortgages, stocks, bonds, or any other type of investments.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of, merge, or consolidate with any other domestic corporation engaged in the same character of business.

The redemption, purchase, retention, sale and transfer of its own capital stock.

The creation of employee benefit plans and trusts incidental thereto.

ARTICLE III
CAPITAL STOCK

The capital stock of this corporation shall be five hundred (500) shares of One Dollar (\$1.00) par value common stock. Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1986, as amended.

All of said stock shall be payable in cash, or property, other than stock or securities, in lieu of cash, at a just valuation to be determined by the Board of Directors of this corporation.

ARTICLE IV
INITIAL CAPITAL

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

ARTICLE V
TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI
ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 1402 Northeast 163rd Street, North Miami Beach, Florida 33162. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII
DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders.

ARTICLE VIII
INITIAL DIRECTOR

The name and post office address of the first Board of Directors is:

Name	Address
MICHAEL D. CHESN, O.D.	1402 Northeast 163 rd Street North Miami Beach, Florida 33162

ARTICLE IX
INITIAL OFFICERS

The names and post office addresses of the first Officers are:

Name and Address	Title
MICHAEL D. CHESN, O.D.	PRESIDENT
MICHAEL D. CHESN, O.D.	SECRETARY
MICHAEL D. CHESN, O.D.	TREASURER

ARTICLE X
SUBSCRIBER

Name and Address	Shares	Consideration
MICHAEL D. CHESN, O.D.	500	\$500.00

ARTICLE XI
AMENDMENT

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

ARTICLE XII
LIMITATIONS ON CORPORATE STOCK

1. No one other than an individual who is duly licensed as a medical physician under the laws of the State of Florida may own any corporate stock in this corporation; nor may any stockholder 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.
2. If any officer, stockholders, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida or is elected to a public office or accepts

employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.

3. No stockholder of the corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a stockholder of the corporation.

ARTICLE XIII

EFFECTIVE DATE

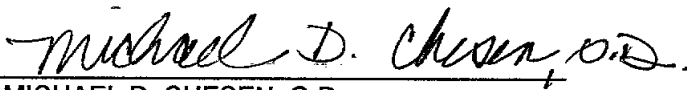
The effective date of this corporation shall be the date as filed with the Secretary of State, Tallahassee, Florida.

ARTICLE XIV

INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial Registered Office of this corporation is 1402 Northeast 163rd Street, North Miami Beach, Florida 33162, and the name of the initial Registered Agent of this corporation at that address is MICHAEL D. CHESEN, O.D.

IN WITNESS WHEREOF, the undersigned, being the original subscribers to the capital stock hereinabove named, for the purposes of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and do agree to take the number of shares hereinabove set forth, and hereunto set our hands and seals this 26 day of January, 1998.


MICHAEL D. CHESEN, O.D.
Subscriber

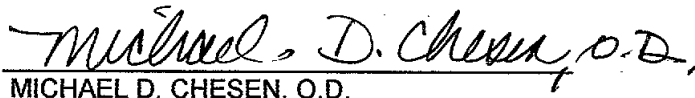
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

FILED
98 JAN 28 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in
compliance with said Act:

First – That MICHAEL D. CHESEN, O.D., P.A., desiring to organize under the laws
of the State of Florida, with its principal office, as indicated in the Articles of Incorporation
at 1402 Northeast 163rd Street, North Miami Beach, Florida 33162, has named MICHAEL
D. CHESEN, O.D., at 1402 Northeast 163rd Street, North Miami Beach, Florida 33162, as
its agent to accept service of process within this State.

Having been named to accept services of process for the above stated corporation,
at place designated in this Certificate, I hereby accept to act in this capacity, and agree
to comply with the provisions of said Act relative to keeping open said office.

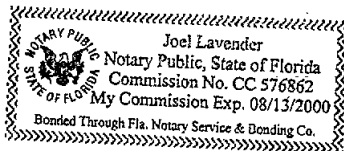

MICHAEL D. CHESEN, O.D.
Registered Agent

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 16 day of January, 1998, by MICHAEL D. CHESEN, O.D., who is personally known to me and who (did/did not) take an oath.

(SEAL)



Please Print Name: _____

Notary Public, State of Florida at Large
Serial No. (if any): _____

