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ANDREA M. TULLOCH
ATTORNEY AT LAW

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(954) 462-5400
(954) 467-8744 (fax)

January 22, 1998

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****122.50 ****122.50

Division of Corporation
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

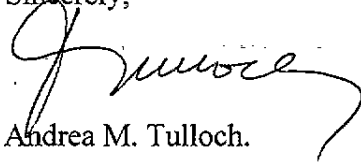
RE: Articles of Incorporation for Sherrol A. Reynolds, O.D., P.A.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation and a check in the amount of \$122.50.
The check for \$122.50 represents \$70.00 for the filing fees for the Articles of
Incorporation and \$52.50 for a certified copy of the Articles of Incorporation.

Thank you for your attention in this matter.

Sincerely,


Andrea M. Tulloch.

FILED
98 FEB 16 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK FEB 16 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 30, 1998

ANDREA M. TULLOCH, ESQUIRE
200 SOUTHEAST 6TH ST., SUITE 504
FORT LAUDERDALE, FL 33301

SUBJECT: SHERROL A. REYNOLDS, O.D., P.A.
Ref. Number: W98000002161

We have received your document for SHERROL A. REYNOLDS, O.D., P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6925.

Barbara Brock
Document Specialist

Letter Number: 698A00005392

ARTICLES OF INCORPORATION

OF

SHERROL A. REYNOLDS, O.D., P.A.

FILED

98 FEB 16 PM 12:50

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned subscriber(s) to these articles of incorporation, being duly licensed to practice Optometry under the laws of the state of Florida, adopt(s) these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the state of Florida.

ARTICLE I. NAME

The name of the professional service corporation is Sherrol A. Reynolds, O.D., P.A.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 1138 Chateau Park Drive, Fort Lauderdale, Florida 33311.

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of Optometry. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be 1,000 shares of common stock having a par value of \$1.00 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice Optometry in the state of Florida.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 200 Southeast 6th Street, Suite 504, Fort Lauderdale, Florida 33301. The name of the initial registered agent at that address is Andrea M. Tulloch, Esquire.

ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one member. The name(s) and address(es) of the member(s) of the first board of directors is/are:

Name	Address
Sherrol A. Reynolds, O.D.	1138 Chateau Park Drive Ft. Lauderdale, FL 33311

ARTICLE VIII. SUBSCRIBER(S)

The name(s) and address(es) of the person(s) signing these articles of incorporation as subscriber(s) is/are:

Name	Address
Sherrol A. Reynolds, O.D.	1138 Chateau Park Drive Ft. Lauderdale, FL 33311

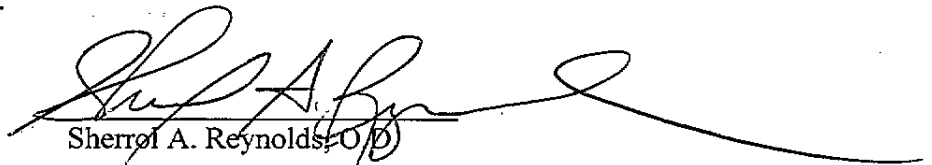
ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice Optometry in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X. AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

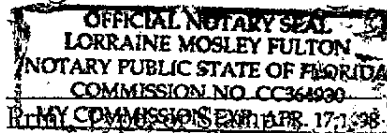
IN WITNESS WHEREOF, the undersigned subscriber(s) executed these articles of incorporation on February 12th, 1998.


Sherrol A. Reynolds, O.D.

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing articles of incorporation were acknowledged before me on this 12th day of February, 1998, by Sherrol A. Reynolds, O.D.


Notary Public—State of Florida



Commissioned
Name of Notary Public

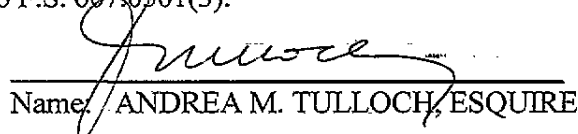
Personally Known _____ OR Produced Identification
Type of Identification Produced FL DL # R543-781-67-588-0

(Seal)

FILED
98 FEB 16 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Sherrol A. Reynolds, O.D., P.A. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Name: ANDREA M. TULLOCH, ESQUIRE