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LOCAL REPRESENTATIVE TALLAHASSEE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. CHEQUITA HILVERSUM, O.D., P.A.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

K. Rolfe MAR 13 1998

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DIVISION OF CORPORATION

Examiner's Initials

ARTICLES OF INCORPORATION
OF
CHEQUITA HILVERSUM O.D., P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, subscribers of these Articles of Incorporation, natural persons competent to contract, hereby present these Articles for the formation of a corporation under the provisions of Chapter 621, Florida Statutes, also known as The Professional Service Corporation Act, and other laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation is:

CHEQUITA HILVERSUM O.D. P.A.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To engage in every phase and aspect of the Optometric profession rendering the same professional services to the public that optometric physicians, duly licensed under the laws of the State of Florida, are authorized to render only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice optometry herein.

To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any type of investment, and to own real and personal property necessary for the rendering of professional services.

To do all and everything necessary and proper for the accomplishment of any of the purposes of the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with any other corporation, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or objects of this corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of the soecific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share. None of the shares of this corporation may be issued to anyone other than an individual duly licensed to practice optometry in the State of Florida.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation shall commence business shall be not less than ONE HUNDRED (\$100.00) DOLLARS.

ARTICLE V

The corporation is to exist perpetually, unless sooner dissolved according to Law.

ARTICLE V
ADDRESS

The initial post office address of this corporation in the State of Florida is 28225 S.W. 168 Court, Homestead, Florida 33030.

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 Director, initially. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders, but shall never be less than one. If required by the ethics of this medical profession, Directors shall be required to possess the same professional qualifications as shareholders are required to possess.

ARTICLE VIII
INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>N A M E:</u>	<u>A D D R E S S:</u>
Chequita Hilversum, O.D.	28225 S.W. 168 Court Homestead, Florida 33030

ARTICLE IX
SUBSCRIBERS

The names and post office addresses of the subscribers of these Articles of Incorporation are:

<u>N A M E:</u>	<u>A D D R E S S:</u>
Chequita Hilversum, O.D.	28225 S.W. 168 Court Homestead, Florida 33030

ARTICLE X
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 their shares.

ARTICLE XI
RESTRAINT ON ALIENATION OF SHARES

The Shareholders of this corporation shall have the power to include in the By-Laws, adopted by a majority of the shareholders of this corporation, any regulatory or restrictive provisions regarding the proposed sale transfer, or other disposition of any of the outstanding shares of this 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 relevant terms, conditions, and details hereof, shall be determined by the shareholders of this corporation; provided however, that such regulatory or restrictive provisions shall not eaffect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No shareholder of this corporation may sell or transfer their shares therein except to another individual who is eligible to be a shareholder of this corporation. If any shareholder becomes legally disqualified to practice medicine in the State of Florida, or is elected to a public office, or accepts employment that places restrictions or limitations upon their continous rendering of such professional services, such shareholder's shares shall immediately become subject to purchase by this corporation in accordance with the By-Laws adopted by the shareholders.

ARTICLE XII
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 objects hereinabove stated, this corporation shall have all and singular the following powers:

This corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm, or corporation to carry on any business which this corporation has to direct or incidental authority to pursue.

This corporation shall have the power to deny to the holders of the common stock of this corporation any pre-emptive right to purchase or subscribe to any new issues of any type stock of this corporation, and no shareholder shall have any pre-emptive right to subscribe to any such stock.

This corporation shall have the power, as 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 their shares, in

accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchases; provided, however, the capital of this corporation is not impaired.

This corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:

1. A pension plan,
2. A profit sharing plan, if such a plan is not otherwise prohibited by the Code of Ethics of the Profession,
3. A stock bonus plan,
4. A thrift and savings plan,
5. A restricted stock option plan, or
6. Other retirement or incentive compensation plans.

ARTICLE XIII
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. All rights of shareholders are subject to this reservation.

ARTICLE XIV

The Corporation hereby appoints MARVIN D. MICHAELS, ESQ. whose address is: 1010 S.W. 86th Court, Miami, Florida, 33144, to serve as Resident Agent for the corporation as provided in the applicable Florida Statute.

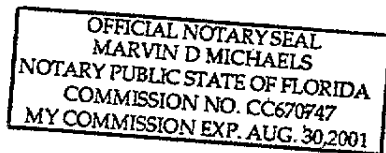
IN WITNESS WHEREOF, WE, the subscribers have executed these Articles of Incorporation, this 11th day of MARCH, 1998.

Chequita Hilversum
CHEQUITA HILVERSUM

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this 11th day of MARCH, 1998, personally appeared before me, the undersigned Notary Public, in and for the State of Florida, CHEQUITA HILVERSUM, O.D. party to the foregoing Certificate of incorporation, and she acknowledged that

she did make, subscribed and acknowledged the foregoing Certificate as and for their voluntary act and deed, and that the facts therein set forth are true and correct as given under my hand and seal, the day and year written at Miami, Dade County, Florida.

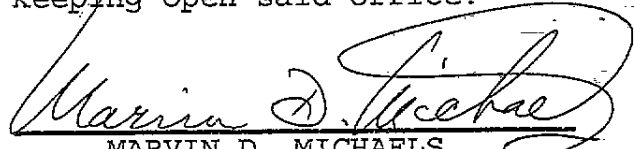



NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

ACKNOWLEDGMENT BY RESIDENT AGENT:

Having been named to accept service of process for the above stated corporation, at the 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.


MARVIN D. MICHAELS
Resident Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA