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HOMER & BONNER, P.A.
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MIAMI, FLORIDA 33131

R. LAWRENCE BONNER
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OF COUNSEL:
JENIFER YOUNG PFLEGER
RICHARD B. SALZMAN

SENDER'S DIRECT NUMBER, (305) 350-5106

April 1, 1998

Via U.S. Mail

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

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-04/06/98-01068-002
*****78.75 *****78.75

Re: Haley Ehren, O.D., P.A.

Gentlemen:

Enclosed please find an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$78.75 is enclosed which represents the following fees:

Filing fee	\$35.00
Certificate of Status fee	\$ 8.75
Registered agent fee	<u>\$35.00</u>
Total	\$78.75

Please file the original of the enclosed Articles of Incorporation and forward the Certificate of Status to Justin Fineberg, 1167 Johnson Street, Hollywood, FL 33019. Your prompt attention to this matter would be appreciated.

Very truly yours,

HOMER & BONNER, P.A.

BY:


Justin C. Fineberg

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-4/7/98

**ARTICLES OF INCORPORATION
FOR HALEY EHREN, O.D., P.A.**

The undersigned natural person, competent and licensed to practice Optometry in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Chapter 607, Florida Statutes ("Florida Business Corporation Act") and Chapter 621, Florida Statutes, ("Professional Service Corporation and Limited Liability Company Act") does hereby adopt the following Articles of Incorporation:

ARTICLE I: CORPORATE NAME

The name of this Corporation shall be: HALEY EHREN, O.D., P.A.

ARTICLE II: CORPORATE ADDRESS

The mailing address of the Corporation is:

Haley Ehren, O.D., P.A.
1167 Johnson Street
Hollywood, FL 33019

ARTICLE III: CORPORATE PURPOSE

The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

- a. To engage in every aspect of the practice of Optometry, and all its fields of specializations;
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation;
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law or to own real or personal property necessary for the rendering of professional services;
- d. To engage in no other business other than the rendition of the professional services specified herein;
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

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TALLAHASSEE, FLORIDA

ARTICLE IV: CAPITAL STOCK

a. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be 100 shares of common stock at \$1.00 per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the Corporation's stock and certificates shall be issued only to a professional corporation, a professional limited liability company, or an individual who is in good standing and duly licensed or otherwise legally authorized within the State of Florida as an Optometrist.

ARTICLE V: DURATION

The Corporation shall have perpetual existence.

ARTICLE VI: REGISTERED AGENT

The address of this Corporation's initial registered office is:

1167 Johnson Street
Hollywood, FL 33019; and

The name of its initial registered agent at said address is:
Justin Fineberg

ARTICLE VII: INCORPORATOR

The name and address of the Incorporator is as follows:

Haley Ehren
1167 Johnson Street
Hollywood, FL 33019

ARTICLE VIII: BOARD OF DIRECTORS

The Corporation shall have a Board of Directors consisting of one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the initial Director of this Corporation is:

Haley Ehren
1167 Johnson Street
Hollywood, FL 33019

ARTICLE IX: INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

ARTICLE X: SEVERANCE OR TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this Corporation becomes legally disqualified to render the professional services for which the Corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the Corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the Corporation on account of professional services. The Corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the Corporation, except that such shares shall not be entitled to dividends.

ARTICLE XI: INFORMAL DIRECTORS' ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


ARTICLE XIII: BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this Corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 30th day of March, 1998.


Incorporator

Having been named as registered agent for the above-stated Corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of section 607.0505, Fla.Stat. (1997).


Registered Agent

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TALLAHASSEE, FLORIDA