P98000038137

Teresa Byrd Morgan, P.A.
Attorneys at Law
302 East Duval Street
Lake City, Florida 32055

Teresa Byrd Morgan
Bonnie Stevenson Green

Telephone: 904 / 755 - 1977
Facsimile: 904 / 755 - 8781

April 22, 1998

Corporate Records Bureau
Division of Corporations, Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: Larry J. LaTour, P.A.

Dear Sir/Madam:

Please find enclosed herewith the original and executed copy of Articles of Incorporation of Larry J. LaTour, P.A., a Florida corporation. Please file the original Articles of Incorporation, certify the copy and return it to us.

Also enclosed is our check in the sum of $122.50 as payment for the following costs:

Filing Fee:	$35.00
Fee for certified copy:	52.50
Fee for designation of registered agent	35.00
Total:	$122.50

000002500070--4
-04/24/98--01095--015
****122.50 ****122.50

Since the registered agent for this corporation is properly designated in the Articles of Incorporation, and he has signed as an incorporator, we presume no separate certificate is required with regard to the same.

FILED
98 APR 24 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you.

Very truly yours,

Teresa B. Morgan

Teresa Byrd Morgan
For the Firm

Enclosures
1. Articles and copy
2. check

B. BROCK APR 28 1998

FILED
98 APR 24 AM 10: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

LARRY J. LATOUR, P.A.

EFFECTIVE DATE 4-23-98

The undersigned incorporator hereby forms and organizes a professional service corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is **LARRY J. LATOUR, P.A.**

ARTICLE II - PRINCIPAL OFFICE

The principal office of the corporation is 280 West Martin Luther King Boulevard, Alachua, Florida 32616, and the mailing address of the corporation is Post Office Box 2170, Alachua, Florida 32616.

ARTICLE III - PURPOSE

The nature of the business to be transacted by this corporation, and its objects and purposes, shall be as follows:

(a) To engage in every phase and aspect of the business and profession of rendering optometric services to the public, and in the general practice of optometry in the same manner in which an optometrist duly licensed under the laws of the State of Florida is authorized to render, provided that such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to engage in the practice of optometry therein;

(b) To invest in real estate, mortgages, stocks, bonds, or any other type of investment;

(c) To own real and personal property necessary for the rendering of the above stated professional services;

(d) In general, to have and exercise all powers conferred by the laws of the State of Florida upon professional service corporations, either now in effect or hereinafter enacted, and to do any and all things hereinabove otherwise specifically set forth to the same extend as a natural person might or could do to the extent permitted by law.

ARTICLE IV - DURATION

The period of duration of the corporation is perpetual.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is 1,000 shares of common stock, having a par value of $1.00 per share, fully paid and non-assessable.

Authorized capital stock may be paid for in cash, services, or property, at a just value, but not less than par value, to be fixed by the Board of Directors of this corporation.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 280 West Martin Luther King Boulevard, Alachua, Florida 32616. The registered agent of the corporation at such office is LARRY J. LATOUR. The registered agent, by signing these articles of incorporation, accepts appointment as such and certifies that he is familiar with and accepts the duties and responsibilities as registered agent for the corporation.

ARTICLE VII - DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1).

The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified are as follows:

NAME	ADDRESS
LARRY J. LATOUR	Post Office Box 2170 Alachua, Florida 32616

ARTICLE VIII- INCORPORATORS

The name and address of the incorporator who has executed these Articles of Incorporation is:

NAME	ADDRESS
LARRY J. LATOUR	Post Office Box 2170 Alachua, Florida 32616

ARTICLE IX - AMENDMENT

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

ARTICLE X - LIMITATIONS ON CORPORATE STOCK

The following limitations shall apply to the issuance, ownership, and sale or transfer of the stock of this corporation:

(a) No one, other than a professional corporation or an individual who is duly licensed as an optometrist under the laws of the State of Florida and legally authorized to render optometric services to the public and engage in the general practice of optometry, may own any corporate stock of this corporation; nor may any shareholder enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any of all of his stock;

(b) If any officer, shareholder, 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, this corporation;

(c) No shareholder of this corporation may sell or transfer his stock in this corporation except to another individual, professional corporation, or professional limited liability company, who is eligible to be a shareholder of this corporation. Any such sale or transfer may be made only after the same shall have been approved, at a shareholders' meeting specifically called for that purpose, by not less than a majority of the outstanding stock at such shareholders' meeting, exclusive of the stock proposed to be sold. The shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose at said meeting;

(d) In the event there is now, or at any time in the future may be, more than one shareholder of this corporation before stock is issued to shareholders, each must have negotiated with the other shareholders of the corporation, a buy and sell agreement providing for the redemption or disposition of their stock in the event their interest in the corporation, is terminated for any reason. An executed copy of the buy and sell agreements, from time to time entered into between the shareholders and the shareholders and the corporation, shall be filed with the secretary of the corporation and made a part of the records of the corporation.

ARTICLE XI - COMMENCEMENT OF EXISTENCE

The corporation shall commence existence at 12:01 A.M. on April 23, 1998.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of April, 1998.

Larry J. Latour (SEAL)
LARRY J. LATOUR

STATE OF FLORIDA
COUNTY OF COLUMBIA

The foregoing instrument was acknowledged before me this 23rd day of April, 1998, by LARRY J. LATOUR, who is personally known to me, or who has produced Driver's License as identification.

Janice E. Shannon
Notary Public, State of Florida

(NOTARIAL SEAL)

Janice E. Shannon
Typed/printed name of notary

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
JANICE E. SHANNON
My Comm Exp. 12/01/98
Bonded By Service Ins
No. CC423958
[ ] Personally Known [X] Other I. D.

FILED
98 APR 24 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA