

TOM Y. SAWYER

Attorney at Law

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Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Gentlemen:

Enclosed you will find an original and one (1) copy of the Articles of Incorporation of Florida Eye Care Associates, P.A., together with my check in the amount of \$122.50 to cover the following costs:

Filing Fees	\$35.00
Certified Copy	\$52.50
Resident Agent Designation	<u>\$35.00</u>
Total	\$122.50

After this Charter has been approved and filed, I would appreciate you sending a certified copy of same to my office.

Yours very truly,

Tom Y. Sawyer
Tom Y. Sawyer
Attorney at Law

TYS:cw
Enclosures

FILED
98 MAY 14 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~1-20-1998~~
~~1-20-1998~~

Q15-18-98

ARTICLES OF INCORPORATION
OF
FLORIDA EYE CARE ASSOCIATES, P.A.

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the Florida General Corporation Act.

FILED
98 MAY 14 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME OF CORPORATION

The name of this corporation is FLORIDA EYE CARE ASSOCIATES, P.A.

ARTICLE II
GENERAL PURPOSE

This corporation is being organized for the purpose of engaging in the practice of optometry, and to own and/or operate a clinic for the purpose of providing eye care and treatment.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1 per share.

ARTICLE IV

ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is:

11402 1/2 North 56th Street
Temple Terrace, Florida 33617

ARTICLE V

DIRECTORS

The business of this corporation shall be managed by a Board of Directors. There shall be one director initially. The number of directors may be increased, and after such increase, decreased from time to time by bylaws adopted by the shareholders. In no event shall the number of directors be less than one.

The name and street address of the member of the first Board of Directors is:

Bradley S. Bessant, O.D.
11402 1/2 North 56th Street
Temple Terrace, Florida 33617

ARTICLE VI

SUBSCRIBERS

The name and street address of each person signing the Articles of Incorporation as a subscriber is:

Bradley S. Bessant, O.D.
11402 1/2 North 56th Street
Temple Terrace, Florida 33617

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

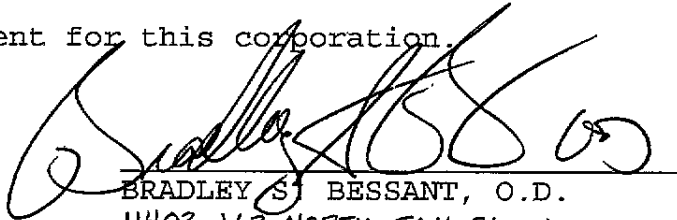
DURATION

The period of this corporation's existence shall be perpetual or until dissolved by a majority vote of the stockholders.

ARTICLE VIII

REGISTERED AGENT

The undersigned, an individual resident of the State of Florida, whose business office is identical with the business office of this corporation, does hereby state that he accepts appointment as Registered Agent for this corporation.

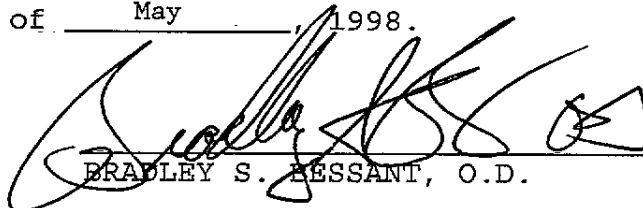

BRADLEY S. BESSANT, O.D.
11402 1/2 NORTH 56th Street
TEMPLE TERRACE, FL 33617

ARTICLE IX

BYLAWS

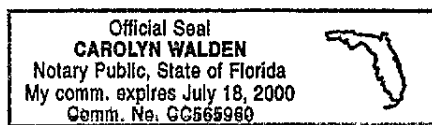
The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, altered, amended or repealed as provided therein.

In witness whereof, the undersigned executed these Articles of Incorporation this 8th day of May, 1998.


BRADLEY S. BESSANT, O.D.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 8th
day of May, 1998 by BRADLEY S. BESSANT, O.D., who is
personally known to me ~~as who has furnished State of~~
~~Driver's License Number~~ ~~as identification~~.



Carolyn Walden
Name: Carolyn Walden
Notary Public, State of Florida
My commission expires: July 18, 2000