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_____, 1998

DR. KATHLEEN M. MACRINA, O.D., P.A.
1938 N. TAMiami TRAIL
NAPLES, FLORIDA 34102
941-261-9261

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-05/29/98-01025-007
*****70.00 *****70.00

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

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FILED
98 JUN 12 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: DR. KATHLEEN M. MACRINA, O.D., P.A.

Dear Division of Corporations:

Enclosed please find sets of the Articles of Incorporation for DR. KATHLEEN M. MACRINA, O.D., P.A., along with a check in the amount of \$70.00 for filing fee and designation of registered agent.

Please return one set of the Articles to me with the filing date stamped on it.

Thank You,

KATHLEEN M. MACRINA

Enclosures

~~498-12570~~

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F. CHESSEY JUN 16 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 2, 1998

KATHLEEN M MACRINA
1938 N TAMIAMI TRAIL
NAPLES, FL 34102

SUBJECT: DR. KATHLEEN M. MACRINA, O.D., P.A.
Ref. Number: W98000012570

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for DR. KATHLEEN M. MACRINA, O.D., P.A. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 498A00030984

ARTICLES OF INCORPORATION
OF
DR. KATHLEEN M. MACRINA, O.D., P.A.
A FLORIDA PROFESSIONAL SERVICE CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of this Corporation shall be DR. KATHLEEN M. MACRINA, O.D., P.A..

ARTICLE II COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III PROFESSIONAL SERVICE CORPORATION

License:

This Corporation is specifically formed for rendering the same professional service to the public that any duly licensed OPTOMETRIST, under the laws of this state, is authorized to render.

Powers:

The powers of the Corporation are to:

Have all of the powers stated in the applicable provisions of the FLORIDA Statutes, applicable to this Corporation, except to the extent that any of the provisions of the Professional Service Corporation Act are interpreted to be in conflict with the provisions of said provisions, in which event, the provisions and sections of the said Professional Service Corporation Act shall take precedence.

Request changes in the Certificate Of Incorporation at any time pursuant to law.

Change the street address in this state of the principal office of the Corporation and to establish, from time to time, other locations for corporate operations pursuant to the By-Laws, and without the necessity of amending the Certificate Of Incorporation.

Invest the funds of this Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of its professional services.

Purchase and acquire, in accordance with law and the By-Laws, any or all of its shares, owned and held by any person or entity, who desires to sell, transfer, or otherwise dispose of the said shares.

Conflict Of Interest:

Provided due notice is given to this Corporation:

No contract or other transaction between this Corporation and any other Corporation shall be affected by the fact that any director or officer of this Corporation is interested in, or is a director or officer of, such other Corporation.

Any director of this Corporation, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this Corporation or in which this Corporation is interested.

No contract, or other transaction of this Corporation with any person, firm, or corporation, shall be affected by the fact that any director or officer of this Corporation is in any way connected with such person, firm or corporation.

ARTICLE IV PURPOSE

This Corporation is being organized for the purpose of providing OPTOMETRY services, engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE V CAPITAL STOCK

This Corporation shall have the authority to issue 100 shares of common capital stock, with a par value of \$1.00.

ARTICLE VI PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this Corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VII TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this Corporation, without first offering such shares for sale to this Corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this Corporation at its registered office address, and open for acceptance by this Corporation for a period of fifteen days from the date of mailing. If this Corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this Corporation shall have the right to purchase any shares of the capital stock of this Corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this Corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VIII INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's By-Laws, but shall never be less than one.

The name and address of the individual who shall serve as a member of the Initial Board Of Directors is:

KATHLEEN M. MACRINA
1938 N. TAMiami TRAIL
NAPLES, FLORIDA 34102

ARTICLE IX INDEMNIFICATION

This Corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE X PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 1938 N. TAMiami TRAIL, NAPLES, FLORIDA 34102.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: KATHLEEN M. MACRINA.

ARTICLE XI INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: KATHLEEN M. MACRINA, 1938 N. TAMiami TRAIL, NAPLES, FLORIDA 34102.

ARTICLE XII AMENDMENT

This Corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

Kathleen M. Macrina
KATHLEEN M. MACRINA, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA