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July 16, 1998

FILED STATE  
SECRETARY OF CORPORATIONS  
98 JUL 17 AM 10:12

VIA FEDERAL EXPRESS

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-07/17/98--01082--007  
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Division of Corporations  
Florida Department of State  
409 E. Gaines Street  
Tallahassee, FL 32399

EFFECTIVE DATE  
7-15-98

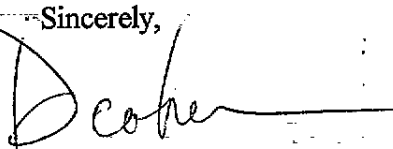
Re: Articles of Incorporation of Jeffrey H. Levenson, M.D., P.A.

Dear Sir or Madam:

Enclosed for filing are Articles of Incorporation, Registered Agent Certificate and a check in the amount of \$122.50 to cover the cost for filing fees and a certified copy of the Articles. Also enclosed is a copy of the Articles of Incorporation to be used for the certified copy to be returned to me.

Should you have any questions, please do not hesitate to call.

Sincerely,

  
David Cohen

D. BROWN JUL 21 1998

ARTICLES OF INCORPORATION  
OF  
JEFFREY H. LEVENSON, M.D., P.A.

EFFECTIVE DATE  
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The undersigned incorporator, for the purpose of forming a professional corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I  
Name and Duration

The name of the Corporation shall be Jeffrey H. Levenson, M.D., P.A. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are executed, except that if these Articles are not filed by the Florida Department of State within five days of such execution and acknowledgement, existence shall commence on the date of such filing.

ARTICLE II  
Principal Office

The address of the principal office of the Corporation in the State of Florida is 320 Riverside Avenue, Suite 201, Jacksonville, Florida 32202, and its mailing address is the same.

ARTICLE III  
Registered Office and Agent

The address of the initial registered office in the State of Florida is c/o Laquidara, Edwards, Cohen & Jacobs, P.A., 200 North Laura Street, 12th Floor, Jacksonville, Florida 32202. The name of the initial registered agent at such address is David Cohen, Esq.

ARTICLE IV  
Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in every phase and aspect of rendering to the public professional opthamology and related medical services through the Corporation's officers, employees and agents who are duly licensed by the State of Florida to perform such services; provided however that nothing in these Articles shall prohibit the Corporation from owning property of any description, or investing its funds in realty, negotiable and other financial instruments.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a professional corporation by Florida law.

ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 1000 shares of Common Stock ("Common Stock"), \$1.00 par value per share.
2. None of the capital stock of this Corporation shall ever be issued to anyone other than an individual licensed by the State of Florida to perform the professional services described herein.

ARTICLE VI

Incorporator

The name and street address of the incorporator to these Articles of Incorporation is:

Name

David Cohen

Address

c/o Laquidara, Edwards, Cohen & Jacobs, P.A.  
200 North Laura Street, 12th Floor  
Jacksonville, FL 32202

ARTICLE VII

Board of Directors

1. The Corporation shall have, initially, one director, and following the first annual meeting shall have the number of directors provided in the Bylaws of the Corporation.
2. The name and mailing address of the person who shall serve as the sole director of the Corporation until the first annual meeting of the shareholders is as follows:

Name

Jeffrey H. Levenson

Address

320 Riverside Avenue, Suite 201  
Jacksonville, Florida 32202

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

#### ARTICLE IX

##### Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

#### ARTICLE X

##### Indemnification

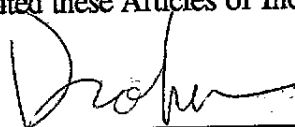
The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

#### ARTICLE XI

##### Transfer of Shares

No shareholder of this Corporation may sell, hypothecate, or otherwise transfer his shares except to another individual who is eligible to be a shareholder of this Corporation.

The undersigned incorporator has executed these Articles of Incorporation this 15<sup>th</sup> day of July, 1998.

  
\_\_\_\_\_  
David Cohen, Incorporator

**REGISTERED AGENT CERTIFICATE**

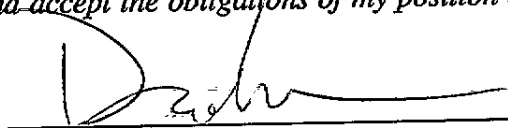
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PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Jeffrey H. Levenson, M.D., P.A.
2. The name and address of the registered agent and office is:

David Cohen, Esq.  
Laquidara, Edwards, Cohen & Jacobs, P.A.  
200 North Laura Street  
12th Floor  
Jacksonville, Florida 32202

*Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
David Cohen  
DATED: July 15, 1998