

P98000070782



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 926444 90591A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 13, 1998

ORDER TIME : 10:31 AM

ORDER NO. : 926444-005

CUSTOMER NO: 90591A

CUSTOMER: Michael H. Kahn, Esq
MICHAEL KAHN, P.A.

482 N. Harbor City Boulevard

Melbourne, FL 32935

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 13 PM 1:18

DOMESTIC FILING

NAME: MONNETT LASER VISION CENTER,
INC.

800002614868--6
-08/13/98--01053--009
*****70.00 *****70.00

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

MONNETT LASER VISION CENTER, INC.

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I, THE UNDERSIGNED, do hereby execute these Articles of Incorporation for the purposes of forming and becoming a corporation for profit under the Florida General Corporation Act, and do hereby certify that I have become such a corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is MONNETT LASER VISION CENTER, Inc.

ARTICLE II - DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III - PURPOSE

The general purpose for which the Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes (1989).

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of capital stock with a par value of one dollar (\$1.00) per share. These shall be designed "Common Shares". The sum of the

par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Board of Directors of the corporation shall consist of at least one (1) member.

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

Ralph B. Monnett, Jr.
2419 S. Babcock St. Suite B 2
Melbourne, Florida 32958

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

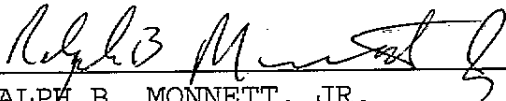
The street address of the initial registered agent of this corporation is 482 North Harbor City Blvd., Melbourne, Florida 32935 and the name of the initial registered agent of this corporation is Michael H. Kahn, Esquire.

ARTICLE VIII - INCORPORATOR

The name and address of the initial incorporator, who is signing these Articles is:

Ralph B. Monnett, Jr.
2419 S. Babcock Street, Suite B 2
Melbourne, Florida 32958

IN WITNESS WHEREOF, the undersigned incorporator has made, subscribed and acknowledged these Articles of Incorporation on this 20th day of July, 1998.

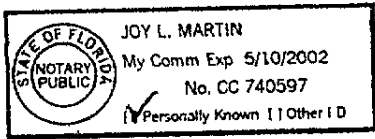

RALPH B. MONNETT, JR.

STATE OF FLORIDA

COUNTY OF BREVARD

BEFORE ME, the undersigned authority, this day personally appeared, RALPH B. MONNETT, JR., to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and she acknowledged, before me, that she executed the same and subscribed to the same for the purpose therein expressed.

WITNESS my hand and official seal at Indian River, County, Florida, this 20th day of July, 1998.



(Notarial Seal)

Joy L. Martin
Notary Public, State of Florida

**CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE**

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that MONNETT LASER VISION CENTER, INC., a Florida Corporation qualified to do business under the laws of this State, with its principal office at 2419 S. Babcock Street, Suite B 2, Melbourne, Florida 32958, has appointed Michael H. Kahn, Esquire, MICHAEL KAHN, P.A., 482 N. Harbor City Blvd., Melbourne, Florida 32935, as its agent to accept service of process within the State.

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby comply with the provisions of said Act relative to keeping open said office.

Michael H. Kahn

Michael H. Kahn
Registered Agent

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