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FLORIDA PROFIT CORPORATION OR P.A.

Palm Beach Eye Care Center, Inc.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PALM BEACH EYE CARE CENTER, P.A.

The undersigned subscriber, a natural person of legal age who is licensed or otherwise legally authorized to practice the profession of medicine and to perform medical services in the State of Florida, for the purpose of forming a professional corporation in accordance with the Florida Professional Service Corporation Act, Chapter 621, Florida Statutes, hereby subscribes to, acknowledges and adopts the following Articles of Incorporation.

ARTICLE I

Name and Address

The name of the corporation shall be Palm Beach Eye Care Center, P.A., located at 109-A JFK Drive, Atlantis, Florida 33462.

ARTICLE II

Duration

This corporation shall commence existence on the date of the execution of these Articles if permitted by law; if not, then on the date of filing. This corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

Jerald S. Beer, Esquire, 515 No. Flagler Dr., 19th Floor, West Palm Beach, Florida 33401 561-832-5900
Florida Bar No.: 310311

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ARTICLE III

Purposes

A. This corporation is formed for the following purposes and shall have the following powers:

1. To engage in the practice of medicine as a professional corporation and to own, lease and/or operate offices for the purpose of providing professional medical services.

2. To own real and personal property, to enter into contracts and agreements, and to engage in any lawful business necessary or appropriate in the rendering of such professional services.

3. To do everything necessary, proper or convenient for the accomplishment of the purposes set forth herein, and to do every other act incidental thereto which is not forbidden under the laws of the State of Florida, or by the provisions of these Articles of Incorporation.

B. The professional services provided by this corporation shall be carried out only through officers, employees and agents, each of whom is duly licensed or otherwise legally qualified to render professional medical services in the State of Florida.

ARTICLE IV

Capital Stock

This corporation is authorized to issue Five Thousand (5,000) shares of One and No/100 Dollars (\$1.00) par value capital stock, which shall be designated as "common stock". The entire voting power for the election of directors and for all other purposes shall be in the holders of outstanding common shares.

All the shares of such common stock shall be paid for in cash, or property, real or personal, tangible or intangible, or the lease thereof, or in labor or services in lieu of cash or property, at a just valuation to be fixed by the Board of Directors of this corporation unless otherwise forbidden by the laws of the State of Florida. The payment thereof does not have to be at the time of issuance, provided such shares are subject to calls thereon by the corporation until such time as the whole consideration therefor shall have been paid.

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None of the shares of stock in this corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 515 North Flagler Drive, Suite 1800, West Palm Beach, Florida 33401.

The name of the initial registered agent of this corporation at that address is Jerald S. Beer.

ARTICLE VI

Initial Board of Directors

This corporation shall have at least one director. The number of directors may be either increased or diminished from time to time by amendment to the Bylaws adopted by the stockholders. At any time after incorporation, the stockholders may, by a majority vote, determine that the corporation be managed by the stockholders.

ARTICLE VII

Subscribers

The name and address of the person signing these Articles as subscriber is:

Jerald S. Beer

515 North Flagler Drive, Suite 1800
West Palm Beach, Florida 33401.

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ARTICLE VIII

Bylaws

In the furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation. With the exception of fixing the number of directors of the corporation, the Board of Directors is expressly authorized, without the assent of the stockholders, to add to, delete from or otherwise amend the Bylaws of the corporation.

ARTICLE IX

Indemnification and Limitation of Liability

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of the stockholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon dividends due them for any indebtedness of such stockholders to the corporation.

ARTICLE X

Working Capital

The Board of Directors shall have the authority to fix any amount which in its discretion need be reserved as working capital of the corporation.

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ARTICLE XI

Amendment

The corporation reserves the right to amend, add to, or repeal a provision contained in these Articles of Incorporation in the manner consistent with law and in conformity with the provisions set forth in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinbefore named, for the purpose of forming a professional service corporation to do business both within and without the State of Florida, under the laws of the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true this 24th day of September, 1998.


Gerald S. Beer

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, the place designated in these Articles, the undersigned hereby agrees to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.


Gerald S. Beer

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