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October 30, 1998

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

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-11/02/98-01092-011
*****78.75 *****78.75

1-CC

Re: Articles of Incorporation/
Eye Care Associates of West Melbourne, Inc.
File No. E7-102

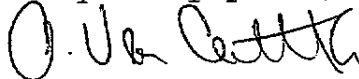
Dear Sir:

Enclosed herewith for filing please find the executed original and one copy of the Articles of Incorporation for the above-referenced corporation.

Upon filing, please provide me with a certified copy of the document. A check for your fees in the amount of \$78.75 is enclosed.

Thank you.

Very truly yours,



A. Van Catterton, Jr.

AVC:jc
Enclosures
cc: Client

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ARTICLES OF INCORPORATION OF
EYE CARE ASSOCIATES OF WEST MELBOURNE, P.A.

By these Articles of Incorporation, the undersigned Subscriber forms a professional service corporation in accordance with Chapter 621 and Chapter 607, Florida Statutes, and pursuant to the following provisions ("Articles"):

ARTICLE I

NAME

The name of the corporation shall be Eye Care Associates of West Melbourne, P.A. ("Corporation").

ARTICLE II

DURATION

The Corporation shall exist perpetually unless and until dissolved according to law. Corporate existence of the Corporation shall commence upon the filing of these Articles with the Florida Department of State.

ARTICLE III

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 3200 North Wickham Road, Suite 1, Melbourne, Florida 32935.

ARTICLE IV

REGISTERED OFFICE AND AGENT

Terry L. Neal, O.D., whose address is 3200 North Wickham Road, Suite 1, Melbourne, Florida 32935, is hereby appointed the initial registered agent of the Corporation and the registered office shall be at said address.

ARTICLE V

PURPOSES AND POWERS OF THE CORPORATION

The purpose and specific nature of the business of the Corporation shall be the rendering of professional optometric services, and all other proper purposes which may be permitted by law to a professional service corporation engaged in such business under Chapter 621, Florida Statutes. The Corporation shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by law,

these Articles and the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Corporation. The duties and powers of the Corporation shall be exercised by the Board of Directors unless provided otherwise in these Articles of Incorporation or the Bylaws.

ARTICLE VI

STOCK

The Corporation shall be authorized to issue 100 shares of common stock. The shareholders of the Corporation shall be restricted to those individuals who themselves are duly licensed or otherwise legally authorized to render professional optometric services within the State of Florida.

ARTICLE VII

INDEMNIFICATION

The Corporation shall indemnify every officer, director, committee member and employee of the Corporation against any and all costs and expenses, including reasonable attorney's and paralegal's fees, reasonably incurred by or imposed upon such officer, director, committee member or employee in connection with any action, suit, or other proceeding, or appeal therefrom (including settlement of any suit or proceeding, if approved by the then Board of Directors) to which he may be a party by reason of being or having been an officer, director, committee member or employee of the Corporation. Such officers, directors, committee members and employees shall not be liable for any mistake of judgment, negligent or otherwise, except for their own individual willful misfeasance, malfeasance, misconduct, or bad faith. The officers and directors of the Corporation shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Corporation (except to the extent that such contract or commitment may specifically provide otherwise), and the Corporation shall indemnify and forever hold each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer, director, committee member, or employee, or former officer, director, committee member or employee may be entitled. The Corporation may, but shall not be obligated to, maintain adequate general liability and officers, and directors, liability insurance to fund this obligation, if such insurance is reasonably available.

ARTICLE VIII

BYLAWS

The initial Bylaws of the Corporation shall be adopted by the Board of Directors and the Shareholders and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE IX

AMENDMENTS

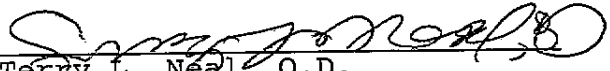
These Articles may be amended by unanimous vote of the Board of Directors and Shareholders. No amendment shall be effective until filed with the office of the Florida Secretary of State.

ARTICLE X

SUBSCRIBER

The name and address of the Subscriber to these Articles of Incorporation is Terry L. Neal, 3200 North Wickham Road, Suite 1, Melbourne, Florida 32935.

IN WITNESS WHEREOF, the undersigned Subscriber has caused these presents to be executed as of the 30th day of October, 1998.


Terry L. Neal, O.D.

CERTIFICATE DESIGNATING REGISTERED AGENT FOR
SERVICE OF PROCESS

Pursuant to Chapters 48 and 607, Florida Statutes, the following is submitted in compliance with said Acts.

Eye Care Associates of West Melbourne, P.A., desiring to organize as a professional service corporation under the laws of the State of Florida, with its registered office at 3200 North Wickham Road, Suite 1, Melbourne, Florida 32935, has named Terry L. Neal, O.D., located at the above registered office, as its Registered Agent to accept service of process within this State.

ACCEPTANCE OF REGISTERED AGENT

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.



Terry L. Neal, O.D.
Registered Agent

Date: 10-30-98

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