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ACCOUNT NO. : 072100000032

REFERENCE : 024176 80457A

AUTHORIZATION :

Patricia Pizit

COST LIMIT : \$ 70.00

ORDER DATE : November 6, 1998

ORDER TIME : 11:52 AM

ORDER NO. : 024176-005

300002682203--8

CUSTOMER NO: 80457A

CUSTOMER: Harold C. Hubka, Esq  
BLACK CROTTY SIMS HUBKA  
BLACK CROTTY SIMS HUBKA  
501 North Grandview Avenue

Daytona Beach, FL 32118

DOMESTIC FILING

NAME: GENESIS EYE CENTERS, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
DELETE CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS:

11/6/98

RECEIVED  
98 NOV -6 PM12:5  
DIVISION OF CORPORATIONS

FILED  
98 NOV -6 PM12:07  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

EFFECTIVE DATE

11/11/98

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV -6 PM 12:07

**ARTICLES OF INCORPORATION**  
**OF**  
**GENESIS EYE CENTERS, P.A.**

The undersigned incorporators hereby make, subscribe to, acknowledge and files these Articles Of Incorporation for the purpose of organizing and incorporating a corporation for profit under the laws of the State of Florida.

**ARTICLE I**

The name of the corporation shall be GENESIS EYE CENTERS, P.A. Hereinafter Genesis Eye Centers, P.A. shall be referred to as the "Corporation".

**ARTICLE II**

The time and date on which corporate existence of this Corporation shall begin is 12:01 a.m. (eastern standard time) on November 11, 1998, and the Corporation shall have a continuous and perpetual existence thereafter.

**ARTICLE III**

The Corporation is organized for the purpose of providing professional medical and related health care services by, through and under the direction or supervision of physicians duly licensed by the Florida Board of Medicine to practice medicine in the State of Florida, all of the foregoing pursuant to Chapter 621, Florida Statutes.

**ARTICLE IV**

The aggregate number of shares which the Corporation shall authority to issue is 100.

These shares shall consist of one class only, and such class shall be known as "common stock" of the Corporation. Each share shall have a par value of \$1.00 per share.

#### **ARTICLE V**

The street address of the initial registered office shall be 802 Sterthaus Avenue, Ormond Beach, Florida 32174. The name of the initial Registered Agent shall be Michael K. Makowski, M.D.. To signify acceptance of appointment as registered agent, the registered agent name in this Article has signed these Articles Of Incorporation as required by law.

#### **ARTICLE VI**

The number of directors who shall constitute the initial Board of Directors of the Corporation shall be four (4). The names and street addresses of the persons who are to serve as the directors of the initial Board of Directors of the Corporation are:

1. Michael K. Makowski, M.D.
2. Alan D. Spertus, M.D.
3. Margaret DiGaetano, M.D.
4. Joseph M. France, M.D.

#### **ARTICLE VII**

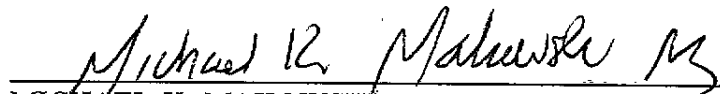
The principal office address of the Corporation shall be 802 Sterthaus Avenue, Ormond Beach, Florida 32174.

#### **ARTICLE VIII**

The name and street address of the incorporator is Michael K. Makowski, M.D., 802 Sterthaus Avenue, Ormond Beach, Florida 32174.

IN WITNESS WHEREOF, the undersigned incorporator who is a natural person

competent to contract under the laws of the State of Florida by these presents does hereby execute, acknowledge and cause to be delivered to the Florida Department of State these Articles Of Incorporation of Genesis Eye Centers, P.A., and she requests that the Department of State file these Articles Of Incorporation as of the date and time indicated in Article II hereof, in accordance with Chapter 621, Florida Statutes, and in accordance therewith the undersigned incorporator does hereby set her hand and seal at Daytona Beach, Volusia County, Florida, this Fifth day of November, 1998.

  
MICHAEL K. MAKOWSKI, M.D., as Incorporator/Director

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities of Registered Agent for the Corporation.

  
MICHAEL K. MAKOWSKI, M.D., as Registered Agent

**ACKNOWLEDGEMENT**

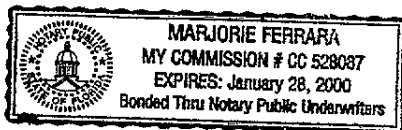
STATE OF FLORIDA

COUNTY OF VOLUSIA

The foregoing Articles Of Incorporation of GENESIS EYE CENTERS, P.A. were acknowledged before me by MICHAEL K. MAKOWSKI, M.D., for the purposes stated therein

this Fifth day of November, 1998.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV -6 PM 12:07



Marjorie Ferrara  
\_\_\_\_\_, Notary Public  
State of Florida at Large  
My Commission Expires:

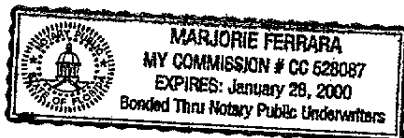
(Notarial Seal)

**ACKNOWLEDGEMENT**

STATE OF FLORIDA

COUNTY OF VOLUSIA

The foregoing Articles Of Incorporation of GENESIS EYE CENTERS, P.A. were acknowledged before me by MICHAEL K. MAKOWSKI, M.D., as Registered Agent, for the purposes therein stated this Fifth day of November, 1998.



Marjorie Ferrara  
\_\_\_\_\_, Notary Public  
State of Florida at Large  
My Commission Expires:

(Notarial Seal)