

P99000004219



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 096600 81013A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : January 12, 1999

ORDER TIME : 2:25 PM

ORDER NO. : 096600-005

CUSTOMER NO: 81013A

CUSTOMER: Kelvin C. Wells, Esq
SMITH GRIMSLEY BAUMAN
SMITH GRIMSLEY BAUMAN
25 Walter Martin Road

Ft. Walton, FL 32549

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DIVISION OF CORPORATION

DOMESTIC FILING

NAME: DR. RAFAEL O. MOLLEGA, JR., OF
NORTHWEST FLORIDA, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

2589
W99-869

gn
1/14/99

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 12 PM 1:44



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

RESUBMIT

Please give original
submission date as file date.

January 12, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: DR. RAFAEL O. MOLLEGA, JR., OF NORTHWEST FLORIDA, P.A.
Ref. Number: W99000000869

We have received your document for DR. RAFAEL O. MOLLEGA, JR., OF NORTHWEST FLORIDA, P.A.. However, the document has not been filed and is being returned for the following:

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 399A00001597

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99 JAN 14 AM 10:41
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

DR. RAFAEL O. MOLLEGA, JR., OF NORTHWEST FLORIDA, P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 12 PM 1:44

The undersigned subscriber to these Articles of Incorporation, is a natural person competent to contract and legally authorized to practice the profession of optometry in the State of Florida, hereby proceeds to form a professional corporation in accordance with the Florida Professional Services Corporation Act, and hereby adopts the following Articles of Incorporation.

ARTICLE I. CORPORATE NAME

The name of this corporation is Dr. Rafael O. Mollega, Jr., of Northwest Florida, P.A.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The purpose of the Corporation and the nature of its business are as follows:

1. To engage in the practice of optometry as a professional service corporation and to provide services incident thereto.
2. To own property, enter into contracts and carry on any activity necessary or incidental to the accomplishment or furtherance of the purpose of this Corporation.
3. The services of this Corporation which consist of the practice of optometry shall be carried out only through officers, employees and agents who are licensed in Florida to render the service of optometry.
4. To do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth, and to ever other act incidental thereto which is not forbidden by the laws of the State of Florida, by the Rules promulgated by the State of Florida or by the provisions of these Articles of Incorporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 500 shares have a par value of \$1.00 per share. Such shares shall be of a single class of common stock. None of the shares of the Corporation may be issued to anyone other than an individual who is duly licensed to practice optometry in the State of Florida.

ARTICLE IV. DURATION

This Corporation shall have perpetual existence.

ARTICLE V. ADDRESS AND AGENT

The street address of the initial Registered Office of the Corporation is 2606 Old Highway 98, Destin, FL 32541, and initial registered office of the Corporation is Rafael O. Mollega, Jr., and the initial registered agent is 2606 Old Highway 98, Destin, FL 32541. The Board of Directors may from time to time move the office to any other address in the State of Florida and change the registered agent.

The principal and mailing address of the corporation is also located at 2606 Old Highway 98, Destin, FL 32541

ARTICLE VI. DIRECTORS

The Corporation shall be managed by a Board of Directors of at least one Director. No person shall serve as a Director of the Corporation unless the person is duly licensed to practice optometry in the State of Florida. The Directors shall be elected by the shareholders of the Corporation. The name and street address of each person who is to serve as a member of the initial Board of Directors is as follows:

NAME	ADDRESS
Rafael O. Mollega, Jr.	2606 Old Highway 98, Destin, Fl 32541

ARTICLE VII. SUBSCRIBERS/SHARES

The name and address of the subscriber, who is the incorporator of this Corporation is duly licensed in the State of Florida to practice optometry, is as follows:

NAME	ADDRESS
Rafael O. Mollega, Jr.	2606 Old Highway 98, Destin, Fl 32541

ARTICLE VIII. RESTRAINT ON ALIENATION

No shareholder may sell or transfer his shares in the corporation except to another individual who is eligible to be a shareholder of the Corporation under Florida law and subject to the terms contained in the By-Laws of said Corporation.

ARTICLE IX. DISQUALIFICATION

If any officer, shareholder, agent or employee of the Corporation who has been rendering professional services to the public for the corporation becomes legally disqualified to render such professional services within Florida or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, the Corporation shall require him or her to comply with the Florida Professional Service Corporation Act by severing all employment with the financial interest in the Corporation.

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this // day of January, 1999.



RAFAEL O. MOLLEGA, JR.

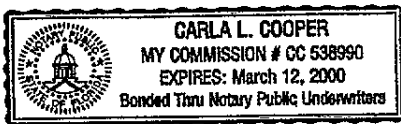
STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, personally appeared Rafael O. Mollega, Jr., to me known and known to me to be the person described in and who executed the foregoing, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this the 11th day of January, 1999, in the aforesaid County and State.



NOTARY PUBLIC
MY COMMISSION EXPIRES:



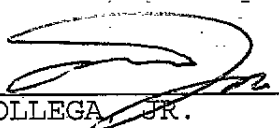
ACKNOWLEDGMENT OF REGISTERED AGENT

Certificate Designating Place of Business or Domicile for the Service of Process within the State, Naming Agent upon Whom Process May be Served:

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

FIRST: That Dr. Rafael O. Mollega, Jr., of Northwest Florida, P.A., a corporation duly organized and existing under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Destin, Florida, has named Rafael O. Mollega, Jr., 2606 Old Highway 98, Destin, Fl 32541, as its agent to accept service of process for the above-named corporation at the place designated in this Certificate.

SECOND: Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


RAFAEL O. MOLLEGA, JR.

STATE OF FLORIDA
COUNTY OF OKALOOSA

SWORN TO AND SUBSCRIBED before me by Rafael O. Mollega, Jr., who is personally known to me, and who did/did not take an oath, this 11 day of January, 1999.


NOTARY PUBLIC
MY COMMISSION EXPIRES:



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DIVISION OF CORPORATIONS
99 JAN 12 PM 1:44