



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 133615 123706A

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 70.00

ORDER DATE : February 12, 1999

ORDER TIME : 11:31 AM

ORDER NO. : 133615-005

CUSTOMER NO: 123706A

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CUSTOMER: David E. Olmsted, Esq
OLMSTED & WILSON, P.A.
OLMSTED & WILSON, P.A.
Suite 101
18501 Murdock Circle
Port Charlotte, FL 33948

DOMESTIC FILING

NAME: NEIL B. ZUSMAN, M.D., 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
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 12 PM 3:21

DIVISION OF CORPORATION
99 FEB 12 PM 12:07

ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 12 PM 3:21

NEIL B. ZUSMAN, M.D., P.A.

I, NEIL B. ZUSMAN, M.D., the undersigned, who is licensed to practice the profession of medicine in the State of Florida, do hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida, these Articles of Incorporation for the purpose of forming a professional service corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be: NEIL B. ZUSMAN, M.D., P.A.

ARTICLE II - PURPOSE

The purposes for which this corporation is formed are:

A. To engage in the practice of ophthalmological medicine as a professional corporation and to carry on appurtenant activities and services incident thereto. The practice of ophthalmological medicine and appurtenant activities and services is the sole and exclusive professional service to be rendered by this corporation.

B. To own property, enter into contracts, and carry on any business necessary or incidental to the accomplishment or furtherance of the purpose or objects of this corporation.

C. The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom has been certified as a doctor of medicine in the State of Florida.

ARTICLE III - CAPITAL STOCK

A. The total number of shares of capital stock which the corporation shall be authorized to issue is One Thousand (1,000) shares. Such shares shall be of a single class of common stock and shall have a par value of \$1.00 per share.

B. Each shareholder must be a duly certified doctor of medicine in the State of Florida.

C. No shareholder shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

ARTICLE IV - RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock of the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice as a doctor of medicine in the State of Florida, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE V - DURATION

This corporation shall have perpetual existence commencing as of the date of filing of these Articles.

ARTICLE VI - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is 23427 Westchester Blvd., Port Charlotte, FL 33980, and the name of the initial registered agent of this corporation at that address is NEIL B. ZUSMAN, M.D.

ARTICLE VII - BOARD OF DIRECTORS

There shall be a board of directors for this corporation which shall consist of One (1) director initially. The number of directors may be increased from time to time in accordance with the By-Laws of the corporation.

ARTICLE VIII - INITIAL DIRECTOR

The name and address of the initial director of this corporation is:

NAME _____ ADDRESS _____

NEIL B. ZUSMAN, M.D.

23427 Westchester Blvd.
Port Charlotte, FL 33980

ARTICLE IX - INCORPORATOR

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

NAME _____ ADDRESS _____

NEIL B. ZUSMAN, M.D.

23427 Westchester Blvd.
Port Charlotte, FL 33980

ARTICLE X - TRANSACTION WITH CORPORATIONS

No contract or other transaction between this corporation and any other corporation, and no other contract or transaction of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any other corporation or are directors or officers of any other corporation. Any director individually or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is interested shall be disclosed or shall have been known to the board of directors. Any director of this corporation who is also a director or officer of such other corporation or member of such firm or who is interested may be counted in determining the existence of a quorum at any meeting of the board of directors of this corporation which shall authorize any such contract or transaction, with like force and effect, as if he were not such officer or director of such other corporation or member of such firm, or not so interested.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the board of directors of this corporation only.

ARTICLE XII - AMENDMENT OF ARTICLES OF INCORPORATION

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation for the uses and purposes herein stated at Port Charlotte, Florida, on the 14th day of February, 1999.

Signed and sealed
in our presence:

Stephanie Masterson

Neil B. Zusman, M.D.
Neil B. Zusman, M.D.

Michael

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS 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 NEIL B. ZUSMAN, M.D., P.A., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 23427 Westchester Blvd., Port Charlotte, County of Charlotte, State of Florida, has named NEIL B. ZUSMAN, M.D., located at 23427 Westchester Blvd., Port Charlotte, County of Charlotte, State of Florida, as its agent to accept service of process within this State.

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Neil B. Zusman, M.D.
NEIL B. ZUSMAN, M.D.