

P99000029539

Bruce W. Flower
Attorney at Law

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 26 PM 12:22

511 NORTH MAITLAND AVENUE MAITLAND, FLORIDA 32751 TELEPHONE (407) 628-9644 TELECOPIER (407) 628-5072

March 23, 1999

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

800002819838--2
-03/26/99--01062--009
*****78.75 *****78.75

Re: AAA WEINMAN EYE CLINIC AND OPTICAL, P.A.

Dear Division of Corporations Staff:

With reference to the above, enclosed herewith please find the original and one (1) copy of the Articles of Incorporation and Registered Agent form together with check for filing as follows:

Filing fee	\$35.00
Certified copy	8.75
Registered Agent	35.00
	\$78.75

Also enclosed for your convenience is stamped/addressed envelope for return.

Your assistance is appreciated. If you have any questions, please do not hesitate to call.

Sincerely,



Ann Steffen
Secretary/Legal Assistant
to BRUCE W. FLOWER

as

Enclosures

SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 26 PM 12:22

ARTICLES OF INCORPORATION
OF

AAA WEINMAN EYE CLINIC AND OPTICAL, P.A.

The undersigned natural person, competent and licensed to practice as an Optometrist in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

AAA WEINMAN EYE CLINIC AND OPTICAL, P.A.

1. The name of this corporation shall be AAA WEINMAN EYE CLINIC AND OPTICAL, P.A.

PURPOSES

2. The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

a. To engage in every aspect in the practice of Optometrist in the State of Florida, and all its fields of specializations, as are engaged in by optometrists.

b. To engage and render the professional services involved only through its officers, agents and employees who shall be optometrists or optometrist assistants in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth, and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

CAPITAL STOCK

3. a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 7,500 shares of common stock at \$1.00 per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to real estate salespersons in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

DURATION

4. The corporation shall have perpetual existence.

REGISTERED AGENT

5. The address of this corporation's initial registered office is 511 North Maitland Avenue, Maitland, Florida 32751, and the name of its initial registered agent at said address is Bruce W. Flower.

INCORPORATOR

6. The name and address of the Incorporator is as follows:

NAME

ADDRESS

BRENT WEINMAN

182 East Semoran Boulevard
Fern Park, Florida 32751

ADDRESS - PRINCIPAL OFFICE

7. The principal office of this corporation is to be at 182 East Semoran Boulevard, Fern Park, Seminole County, Florida 32751. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

BOARD OF DIRECTORS

8. The corporation shall have a Board of Directors consisting of one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the initial Director of this corporation is:

NAME

ADDRESS

BRENT WEINMAN

182 East Semoran Boulevard
Fern Park, Florida 32751

INFORMAL SHAREHOLDER ACTION

9. Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

SEVERANCE AND TERMINATION OF EMPLOYMENT

10. If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restriction or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

INFORMAL DIRECTOR ACTION

11. If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

INDEMNIFICATION

12. The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

BYLAW AMENDMENT

13. The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of the State of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in State of Florida, this 22nd day of ~~February~~^{March}, 1999.


Incorporator

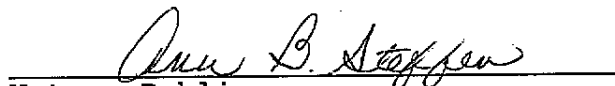

Registered Agent

STATE OF FLORIDA

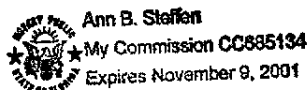
COUNTY OF ORANGE

BEFORE ME the undersigned authority, personally appeared BRENT WEINMAN, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the use and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Maitland in the said County and State this 22nd day of March, 1999.


Notary Public

My commission expires:



STATE OF FLORIDA
DEPARTMENT OF STATE

SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 26 PM 12:22

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to the provisions of section 607.0501 or 617.0501,
Florida Statutes, the undersigned corporation organized under
the laws of the State of Florida, submits the following
statement in designating the registered office/registered
agent in the State of Florida.

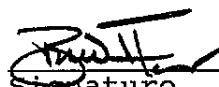
1. The name of corporation is AAA WEINMAN EYE CLINIC AND
OPTICAL, P.A.

2. The name and address of the registered agent and office
is:

BRUCE W. FLOWER, Esq.
511 North Maitland Avenue
Maitland, Florida 32751.

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.

Dated: March 22, 1999


Signature