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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Southeast Retina Institute PA

700002842187--6

-04/16/99--01073--005

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EFFECTIVE DATE

4-12-99

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

☐ Certificate of FICTITIOUS NAME

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Ordered By: _____

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**ARTICLES OF INCORPORATION OF
SOUTHEAST RETINA INSTITUTE, P.A.**

The undersigned, acting as incorporator of a Florida corporation under the Florida Professional Service Corporation and Limited Liability Company Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of this corporation is **SOUTHEAST RETINA INSTITUTE, P.A.**

ARTICLE II. PURPOSE AND NATURE OF BUSINESS

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

1. To engage in the practice of medicine and 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 medicine and optometry shall be carried out only through officers, employees and agents who are licensed in Florida to render such services.
4. To do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of 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 10,000 shares having a par value of \$.001 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 medicine or optometry in the State of Florida.

ARTICLE IV. EFFECTIVE DATE AND DURATION

Pursuant to Section 607.0203(1) of the Florida Statutes, the Corporation's existence shall begin on April 12, 1999. The Corporation shall have perpetual existence.

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ARTICLE V. ADDRESS AND AGENT

The street address of the principal office of the Corporation is 7360 Bryan Dairy Road, Suite 200, Largo, Florida 33777. The Corporation's initial registered agent's address is 101 East Kennedy Boulevard, Suite 2800, Tampa, Florida 33602, and the registered agent at that address is Darrell C. Smith. The Board of Directors may from time to time move the principal office to any other address in the State of Florida and change the registered agent and registered agent's address.

VI. DIRECTORS

The Corporation shall be managed by a Board of Directors of at least one (1) Director. No person shall serve as a Director of the Corporation unless the person is duly licensed to practice medicine or optometry in the State of Florida and in good standing. The Directors shall be elected by the shareholders of the Corporation. The name and street address of the person who is to serve as a member of the initial Board of Directors are as follows:

NAME	ADDRESS
Paul R. Smith, O.D.	7360 Bryan Dairy Road Suite 200 Largo, Florida 33777

ARTICLE VII. INCORPORATOR

The name and address of the incorporator of this Corporation are as follows:

NAME	ADDRESS
Darrell C. Smith	101 East Kennedy Boulevard Suite 2800 Tampa, Florida 33602

ARTICLE VIII. RESTRAINT ON ALIENATION

No shareholder may sell or transfer his or her shares in the Corporation except to another individual who is eligible to be a shareholder of the Corporation under Florida law.

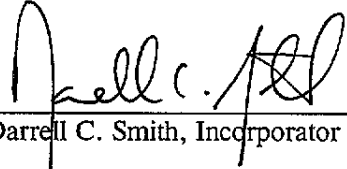
ARTICLE IX. DISQUALIFICATION

If any officer, shareholder, agent or employee of the Corporation who has been rendering professional service 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, then the Corporation shall require him or her to comply with the Florida Professional Service Corporation and Limited Liability Company Act by severing all employment with and financial interests in the Corporation.

ARTICLE X. AMENDMENT

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of April, 1999.



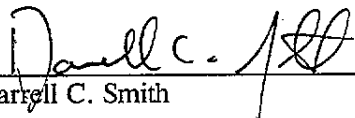
Darrell C. Smith, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, 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 the Corporation is Southeast Retina Institute, P.A.
2. The name and address of the registered agent and office is:

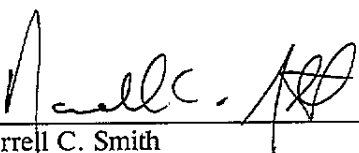
Darrell C. Smith
101 East Kennedy Boulevard
Suite 2800
Tampa, Florida 33602



Darrell C. Smith
Incorporator

DATE: April 14, 1999

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.



Darrell C. Smith
Registered Agent

DATE: April 14, 1999

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