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REFERENCE : 336015 7152087
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : August 10, 1999
ORDER TIME : 10:24 AM
ORDER NO. : 336015-005
CUSTOMER NO: 7152087

CUSTOMER: Donald H. Wilson, Jr., Esq
Boswell & Dunlap, LLP
245 South Central Avenue
Bartow, FL 33830

FILED
99 AUG 10 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: DR. JAMES M. PETRO, O.D.,
PROFESSIONAL EYE CARE
SERVICES, INC..

300002955773--0
-08/10/99--01045--019
*****43.75 *****43.75

EFFECTIVE DATE:

Amend - Restated
w/PLC.

XX ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

C. COULLETTE AUG 10 1999

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

RECEIVED
99 AUG 10 AM 11:28
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF
DR. JAMES M. PETRO, O.D.
PROFESSIONAL EYE CARE SERVICES, P.A.

formerly

DR. JAMES M. PETRO, O.D.
PROFESSIONAL EYE CARE SERVICES, INC.

99 AUG 10 PM 3:02
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA 32314

Pursuant to the provision of Florida Statutes, Section 607.1007, Florida Statutes, the undersigned corporation, originally incorporated under the name "Dr. James M. Petro, O.D., Professional Eye Care Services, Inc.", by Articles filed with the Florida Secretary of State on June 21, 1999, pursuant to a resolution duly adopted by its Board of Directors and approved by all shareholders, and for the purpose of converting the corporation to a professional association, hereby adopts the following Restated and Amended Articles of Incorporation:

ARTICLE I

The name of this corporation shall be:

Dr. James M. Petro, O.D., Professional Eye Care Services, P.A.

ARTICLE II

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida, and for the purpose of providing a business entity through which its shareholders and/or employees may engage in the practice of optometry in the State of Florida, it is expressly provided that this corporation shall have the power to transact any and all lawful business permitted by professional service corporations under the laws of the State of Florida.

ARTICLE III

The capital stock of this corporation shall consist of 10,000 shares of common stock with a nominal or par value of \$1.00 per share. Only those individuals, professional service corporations or professional limited liability companies duly licensed and authorized by the State of Florida to engage in the practice of optometry in said State may be shareholders in this professional services corporation.

The whole or any part of the authorized capital stock may be paid for in cash, property or services, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall be \$100.00.

ARTICLE V

The period of existence of this corporation shall be perpetual, or until dissolved according to law.

ARTICLE VI

The address of the principal office and mailing address of the corporation is 1050 Van Fleet Drive, Bartow, Florida 33830. The initial registered agent for this corporation shall be Donald H. Wilson, Jr., whose address and the address of the registered office is 245 South Central Avenue, Bartow, Florida 33830.

ARTICLE VII

The private property of the stockholders shall not be subject to payment of corporate debts to any extent.

ARTICLE VIII

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized:

To make, alter, amend and rescind the By-Laws of this corporation, to fix the amount to be reserved as working capital; to authorize and cause to be executed mortgages and liens, without limit as to amount upon the property and franchises of this corporation.

With the consent in writing and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the directors shall have authority to dispose of, in any

manner, the whole property of this corporation.

The stockholders and directors shall have the power to hold their meeting and keep the books, documents, and papers of the corporation outside the State of Florida, at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders or directors, except as otherwise required by the laws of Florida.

If the By-Laws so provide, to designate one or more of their number to constitute an executive committee, which shall for the time being, as provided in said resolution or in the By-Laws of this corporation, have and exercise any or all of the powers of the Board of Directors in the management of the business and affairs of this corporation and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

This corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

The directors of this corporation shall have the power to establish and maintain, in addition to the principal office in Florida, one or more offices at such places as they may from time to time designate.

This corporation may under its By-Laws confer powers additional to the foregoing upon the directors, in addition to the powers and authority expressly conferred on them by law.

It is the intention that the objects, purposes and powers specified in Article II hereof shall, except when otherwise specified in said Article, be in no ways limited or restricted by reference to or inference from the terms of any other clause or article in these Articles of Incorporation, but that the objects, purposes and powers specified in Article II hereof, and in each of the clauses or

paragraphs specified in Article II hereof, and in each of the clauses or paragraphs of this charter, shall be regarded as independent objects, purposes and powers.

Executed on this 9th day of August, 1999 by Dr. James M. Petro, O.D., as the sole incorporator, shareholder, director and president of this professional services corporation.

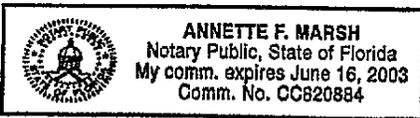
Donald Hibson

James M. Petro
Dr. James M. Petro

Annette F. Marsh
Witnesses as to Dr. James M. Petro

STATE OF FLORIDA
COUNTY OF POLK

Acknowledged before me this 9th day of August, by Dr. James M. Petro, who produced his driver's license as identification and who did not take an oath.



(Affix Notarial Seal)

Annette F. Marsh
Notary Public - State of Florida at Large