

P 99000081291

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Drs. Chamberlain, Melanie
& Stubbs, P.A.

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*****70.75 *****70.75

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____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ ☒ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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- ____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
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TALLAHASSEE, FL

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Signature _____

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ARTICLES OF INCORPORATION

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OF

DRS. CHAMBERLAIN, McCLANE & STUBITS, P.A.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Professional Service Corporation and Limited Liability Company Act, and who is licensed or otherwise legally authorized to practice the profession of optometry in the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be DRS. CHAMBERLAIN, McCLANE & STUBITS, P.A.

ARTICLE II

The corporation shall have the power to engage in the practice of optometry as a professional corporation and in any other lawful activity for which corporations may be organized under the Florida Professional Service Corporation and Limited Liability Company Act and the Florida Business Corporation Act. The professional services of this corporation shall be carried out only through officers, employees and agents, each of whom is duly authorized to practice optometry in the State of Florida.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 500 shares. All such shares shall be of a single class, designated as common, and shall have a par value of \$1.00 per share.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE V

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (Sec. 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of four (4) directors whose names and addresses are:

JAMES D. CHAMBERLAIN
6 South 14th Street
Fernandina Beach, FL 32034

JOHN W. McCLANE, III
6 South 14th Street
Fernandina Beach, FL 32034

ANTHONY L. STUBITS
6 South 14th Street
Fernandina Beach, FL 32034

STEPHEN D. STUBITS
6 South 14th Street
Fernandina Beach, FL 32034

ARTICLE X

The initial registered agent of the corporation is WESLEY R. POOLE. The street address of the corporation's initial registered office is 303 Centre Street, Suite 200, Fernandina Beach, FL 32034.


ARTICLE XI

The principal place of business and mailing address of this corporation shall be: 6 South 14th Street, Fernandina Beach, FL 32034.

ARTICLE XII

The name and address of the incorporator to these Articles of Incorporation is JOHN W. McCLANE, III, O.D., 6 South 14th Street, Fernandina Beach, FL 32034.

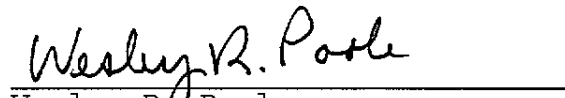
The undersigned incorporator has executed these Articles of Incorporation this 13th day of September, 1999.


JOHN W. McCLANE, III, O.D.
Incorporator

CONSENT TO SERVE AS REGISTERED AGENT
FOR
DRS. CHAMBERLAIN, McCLANE & STUBITS, P.A.

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: 9-13-99


Wesley R. Poole
303 Centre Street, Suite 200
Fernandina Beach, FL 32034