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LAW OFFICES  
**JAMES P. PANICO**  
PROFESSIONAL ASSOCIATION  
111 SOUTH MAITLAND AVENUE, SUITE 100  
MAITLAND, FLORIDA 32751-5697

CORPORATION AND BUSINESS LAW  
WILLS, ESTATES AND ESTATE PLANNING  
REAL PROPERTY LAW

TELEPHONE (407) 647-7200  
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November 11, 1999

Florida Dept. Of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: William S. Maiorano, O.D., P.A.

400003044614--6  
-11/15/99--01127--011  
\*\*\*\*122.50 \*\*\*\*\*78.75

Dear Gentlemen:

Enclosed herewith please find original and one copy of Articles of Incorporation and Designation of Resident Agent in the above referenced matter for filing along with our firm's check in the amount of \$122.50.

Would you please be so kind as to file the enclosed corporation and return a certified copy of the Articles to the undersigned.

Thank you for your prompt attention in this matter.

Very truly yours,

*James P. Panico*  
James P. Panico

JPP/sar  
Enc.

FILED  
99 NOV 15 PM 3:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. BROWN NOV 17 1999

ARTICLES OF INCORPORATION

OF

WILLIAM S. MAIORANO, O.D., P.A.

FILED  
99 NOV 15 PM 3:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, being the sole incorporator, do hereby submit these Articles of Incorporation for the purpose of becoming a professional corporation for profit under the provisions of Chapter 607, Florida Statutes, as amended by Chapter 621, "The Professional Service Corporation Act" of the State of Florida, and pursuant to the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be WILLIAM S. MAIORANO, O.D., P.A.

ARTICLE II

The general nature of the business to be transacted by the corporation shall be and is to engage in every aspect of the general practice of optometry. The professional services of optometry shall be rendered only through its officers, agents and employees who are duly authorized and licensed to practice optometry in the State of Florida.

This corporation shall not engage in any business other than the practice of optometry. However, this corporation may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby.

ARTICLE III

The maximum number of shares of stock which the corporation is authorized to have outstanding at any time shall be 7,500 shares with a par value of One Dollar (\$1.00) per share, all of which shall be common stock of the same class. All stock issued shall be fully paid and non assessable. The stockholders shall have no pre-preemptive rights with respect to the stock of the corporation, and the corporation may issue and sell its common stock from time to time without offering such shares to the stockholders then holding shares of common stock. Shares of the corporation's stock and certificates therefore shall be issued only to persons authorized and licensed to practice optometry in the State of Florida.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall be and is the sum of \$500.00.

ARTICLE V

The corporation shall have perpetual existence.

#### ARTICLE VI

The principal office of this corporation shall be located in the City of Oviedo, County of Seminole, State of Florida, and the street address of said principal office of the corporation shall be 421 Wilmington Circle, Oviedo, FL 32765.

#### ARTICLE VII

The number of directors of this corporation shall be one (1) initially. However, the number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one.

#### ARTICLE VIII

The name and street address of the member of the first Board of Directors who, subject to the provisions of the By-Laws and these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until his successor is elected and has qualified, is as follows:

NAME	STREET ADDRESS
William S. Maiorano	421 Wilmington Circle Oviedo, FL 32765

#### ARTICLE IX

The name and street address of the subscriber to these Articles of Incorporation is as follows, said subscriber being licensed to practice optometry in the State of Florida:

NAME	STREET ADDRESS
William S. Maiorano	421 Wilmington Circle Oviedo, FL 32765

The subscriber certifies that the proceeds of the stock subscribed for will not be less than the amount of capital with which the corporation will begin business, as set forth in Article IV hereinabove.

#### ARTICLE X

The stock of this corporation may be issued, owned and registered only in the name or names of an individual or individuals who are duly authorized and licensed to practice optometry in the State of Florida, and who are employees, officers or agents of this corporation or in the name of the corporation.

#### ARTICLE XI

In furtherance of and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation:

1. Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the By-Laws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the Articles of Incorporation or amendment thereto, or by the By-Laws as constituted from time to time, expressly conferred upon or reserved by the stockholders.-

2. The corporation shall have such officers as may from time to time be provided in the By-Laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-Laws or as may be determined from time to time by the Board of Directors subject to the By-Laws.

3. No contract or other transaction between the corporation and any other firm, association or corporation shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in or is a member, director or officer or are members, directors or officers of such other firm or corporation and any director or directors individually or jointly may be a party or parties to or may be interested in any contract or transaction of the corporation or in which the corporation is interested; and no contract, act or transaction of the corporation with any person, firm, association or corporation shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person, firm, association or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability which may otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may in any way be interested.

#### ARTICLE XII

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

#### ARTICLE XIII

The registered agent of the corporation shall be William S. Maiorano, 421 Wilmington Circle, Oviedo, FL 32765.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereunto set his hand and seal for the purpose of forming this corporation under the laws of the State of Florida, and does hereby make, subscribe, acknowledge and file in the office of the Secretary of State of Florida these Articles of Incorporation and certifies that the facts herein stated are true, all this

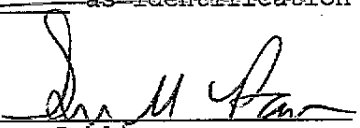
11 day of ~~October~~, 1999.

*W*

  
William S. Maiorano, Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on this 11 day  
of Nov, 1999, by William S. Maiorano, who is personally known to  
me or ~~who has produced~~ \_\_\_\_\_ as identification and who did/did  
~~not~~ take an oath.

  
\_\_\_\_\_  
Notary Public

Print Name: Susan A. Rawson



Susan A Rawson

My Commission CC716639

Expires May 17, 2002

WILLIAM S. MAIORANO, O.D., P.A.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

FILED  
99 NOV 15 PM 3:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that WILLIAM S. MAIORANO, O.D., P.A., qualified to do business under the laws of the State of Florida, with its principal office located at 421 Wilmington Circle, Oviedo, 32765, County of Orange, State of Florida, has appointed William S. Maiorano, at 421 Wilmington Circle, Oviedo, 32765, County of Seminole, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I acknowledge that I am familiar with and accept the duties and responsibilities as resident agent for said corporation.

Dated: Nov 11, 1999.

William S. Maiorano  
William S. Maiorano, Registered Agent