

999000109902



THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 517198 4806599

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 70.00

ORDER DATE : December 15, 1999

ORDER TIME : 10:36 AM

ORDER NO. : 517198-010

600003072556--2

CUSTOMER NO: 4806599

CUSTOMER: Erin Cleggett, Legal Asst
MCDERMOTT, WILL & EMERY
MCDERMOTT, WILL & EMERY
28 State Street

Boston, MA 02109

DOMESTIC FILING

NAME: FAUST EYE CENTER, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

2551-611
W99-28737

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 16 PM 2:29

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99 DEC 16 PM 11:31
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 16, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: FAUST EYE CENTER, P.A.
Ref. Number: W99000028737.

We have received your document for FAUST EYE CENTER, P.A. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 799A00059178

RESUBMIT
Please give original
submission date as file date.

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 DEC 21 PM 1:37

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**ARTICLES OF INCORPORATION
OF
FAUST EYE CENTER, P.A.**

99 DEC 16 PM 2: 29

THE UNDERSIGNED, for the purpose of forming a professional corporation (the "Corporation") pursuant to the provision of the Professional Service Corporation and Limited Liability Company Act of Florida, does hereby certify as follows:

FIRST, the name of the Corporation is Faust Eye Center, P.A.

SECOND, the Corporation is a professional corporation within the meaning of the Professional Service Corporation and Limited Liability Company Act of Florida, Fla. Stat. § 621.01 et. seq. with a principal place of business and mailing address as follows: 14727 Chopine Pass, Roanoke, IN 46783.

THIRD, the total number of shares that this Corporation shall have authority to issue is 200,000 shares of Common Stock (the "Shares"). The par value of each Share is \$.01.

FOURTH, the name and Florida street address of the initial registered agent is: Corporation Service Company, 1201 Hayes Street, Tallahassee, Florida 32301.

FIFTH, the name and address of the incorporator of these Articles of Incorporation is: Joseph F. Faust, M.D., 14727 Chopine Pass, Roanoke, IN 46783.

SIXTH, the purpose of the Corporation is to engage in the practice of medicine and any other lawful activities (other than the banking or trust company business) not prohibited to a corporation engaging in such profession by applicable laws and regulations.

SEVENTH, the Shares of the Corporation are subject to restrictions on transfer imposed by the Professional Service Corporation and Limited Liability Company Act of Florida, Fla. Stat. § 621.01 et. seq., applicable requirements of the Florida Board of Medicine and the By-Laws of the Corporation.

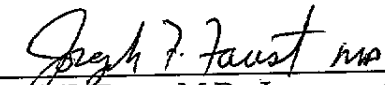
EIGHTH, except to the extent permitted by law, the Corporation shall render professional services and related services as referred to under ARTICLE SIXTH above only through officers, employees and agents of the Corporation who are duly licensed and registered to render such services under Florida law; and, in acting in the name and on behalf of the Corporation, all officers, employees and agents of the Corporation shall comply in all respects with applicable standards of professional conduct.

NINTH, no current or former director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for or arising out of a breach of fiduciary duty as a director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of a current or former director (i) for a breach of the director's duty of loyalty to the

Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit. To the extent permitted by law, no amendment or deletion of the foregoing provisions of this ARTICLE NINTH which restricts or limits the protections provided thereunder to current or former directors shall be effective with respect to actions and omissions of the directors occurring prior to the date said amendment or deletion became effective.

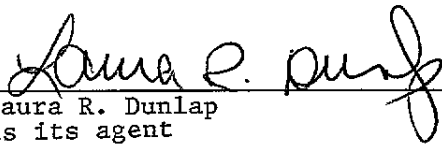
TENTH, the directors may fill vacancies created in the Board of Directors by reason of removal of directors.

IN WITNESS WHEREOF, the undersigned, being the sole Incorporator hereinabove named, does hereby execute these Articles of Incorporation this 9th day of December 1999.



Joseph F. Faust, M.D., Incorporator

Corporation Service Company hereby accepts appointment as registered agent and agrees to act in this capacity.



Laura R. Dunlap
as its agent

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