

1136

ARTICLES OF INCORPORATION
OF
EYE CARE SYSTEMS, INC.

The undersigned, acting as incorporator of a corporation under the Code of Alabama, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Eye Care Systems, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purposes for which the corporation is organized are:

(a) To provide management services to Health Maintenance Organizations and other third-party health care providers.

(b) To do and engage in any business which a natural person can do.

(c) To manufacture, purchase, or otherwise acquire, own, pledge, sell, assign, and transfer or otherwise dispose of, and invest, trade and deal in and with goods, wares and merchandise of every class and description, whether or not the same specifically pertain to the classes of business above specified.

(d) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, country, state, body politic or government or colony or dependency thereof.

(e) To purchase, acquire, hold, improve, sell, convey, assign, exchange, mortgage, encumber, lease, hire and deal in real and personal property of every kind and character.

(f) To purchase, acquire, hold, subdivide, develop, and operate real estate to erect buildings thereon, and to sell, lease, maintain, own, repair and operate such properties.

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Green & Vines, P.C.
Shelby Med. Ctr.
P.O. Box 766, A.B.A.

(g) To borrow and lend money and to give or take security therefor by way of mortgage, pledge, transfer or assignment of real or personal property of every nature and description.

(h) To purchase or otherwise acquire its own shares of stock (so far as may be permitted by law) and its bonds, debentures, notes, scrip or other securities, or evidence of indebtedness, and to hold, sell, transfer or reissue the same.

(i) Generally to purchase, take or lease, or exchange, hire, or otherwise acquire any real and personal property or any rights or privileges therein, which this corporation may think necessary or convenient for the purposes of its business, and to buy, own, and hold real property for the purpose of securing debts due the corporation, and to sell and dispose of the same at will, and to make any and all necessary instruments of conveyance therefor.

(j) To issue bonds, debentures, or obligations of this corporation from time to time, for any of the objects or other purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

(k) To do all and everything necessary and proper for the accomplishment of the objects herein enumerated or necessary or incidental to the protection and benefit of the corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the purposes of the corporation, whether such business is similar in nature to the objects and powers hereinabove set forth or otherwise; but nothing herein contained is to be construed as authorizing this corporation to carry on the business of banking or that of a trust company or that of the business of insurance in any of its branches.

The foregoing clauses shall be construed as objects and purposes of the corporation in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise

granted by law.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000) of the par value of One and No/100 Dollars (\$1.00) per share.

FIFTH: The address of the initial registered office of the corporation is 104 Inverness Center Place, Suite 310, Birmingham, Shelby County, Alabama 35242, and the name of its initial registered agent at such address is James A. Stewart.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation are four (4) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
James A. Stewart	5308 Meadowbrook Road Birmingham, Alabama 35243
Stephen F. Phillips	950 1st St. South, Suite 202 Winter Haven, Florida 33880
Carl W. Hopper	215 Piedmont Avenue, #1901 Atlanta, Georgia 30308
Dave Fitzgerald	11 Piedmont Center, Suite 910 Atlanta, Georgia 30305

SEVENTH: The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
James A. Stewart	5308 Meadowbrook Road Birmingham, Alabama 35243

Stephen F. Phillips

950 1st St. South, Suite 202
Winter Haven, Florida 33880

Carl W. Hopper

215 Piedmont Avenue, #1901
Atlanta, Georgia 30308

Dave Fitzgerald

11 Piedmont Center, Suite 910
Atlanta, Georgia 30305

Dated this the 15th day of September, 1988.

James A. Stewart
James A. Stewart

Stephen F. Phillips
Stephen F. Phillips

Carl W. Hopper
Carl W. Hopper

Dave Fitzgerald
Dave Fitzgerald

VERIFIED STATEMENT RELATIVE TO SUBSCRIPTION
TO CAPITAL STOCK OF
EYE CARE SYSTEMS, INC.

STATE OF ALABAMA:

COUNTY OF SHELBY:

Before me, the undersigned, a Notary Public in and for said County and State, personally appeared James A. Stewart, Stephen F. Phillips, Carl W. Hopper and Dave Fitzgerald, who, being by me first duly sworn, depose and say as follows:

That they are the agents or persons designated by the incorporators of Eye Care Systems, Inc., a proposed corporation, to receive subscriptions to the capital stock of said corporation.

That, as shown by the subscription list attached hereto and marked as Exhibit "A", the amount of capital stock paid in is One Thousand and No/100 Dollars (\$1,000.00) which said amount is more than the minimum amount required by law.

That the said James A. Stewart, Stephen F. Phillips, Carl W. Hopper and Dave Fitzgerald, have been paid in cash and/or contributions to the capital assets to affiant as such agents for the said incorporators and none of the capital stock subscribed has been paid in by contracts in writing calling for the performance of stipulated labor or services.

James A. Stewart
James A. Stewart

Stephen F. Phillips
Stephen F. Phillips

Carl W. Hopper
Carl W. Hopper

Dave Fitzgerald
Dave Fitzgerald

Sworn to and subscribed before me on this 15TH day of

September, 1988.

Notary Public
My Commission Expires August 25, 1991

EXHIBIT "A"

SUBSCRIPTION LIST TO CAPITAL STOCK OF
EYE CARE SYSTEMS, INC.

STATE OF ALABAMA:

COUNTY OF SHELBY:

We, the undersigned, do hereby severally subscribe for and agree to take and pay for in cash and/or contributions to capital assets, the amount of stock set opposite our respective names, said stock to be issued by an Alabama corporation to be styled "Eye Care Systems, Inc." and with its initial principal office to be located in Shelby County, Alabama, it being further understood and agreed by us that the said stock will be paid for by the undersigned, incorporators of said Alabama corporation upon the formation of the same.

Common stock is One and No/100 Dollars (\$1.00) per share.

NAME OF SUBSCRIBER	NO. OF SHARES SUBSCRIBED FOR	CONSIDERATION
James A. Stewart	250	\$250.00
Stephen F. Phillips	250	\$250.00
Carl W. Hopper	250	\$250.00
Dave Fitzgerald	250	\$250.00

Done this the 15TH day of September, 1988.

James A. Stewart
James A. Stewart

Stephen F. Phillips
Stephen F. Phillips

Carl W. Hopper
Carl W. Hopper

Dave Fitzgerald
Dave Fitzgerald

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STATE OF ALABAMA

I, Glen Browder, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-2A-26, Code of Alabama 1975, the corporate name Eye Care Systems, Inc. is reserved

as available based only upon an examination of the corporation records on file in this office for the exclusive use of Eye Care Systems, Inc.

for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the county in which the corporation was or is proposed to be incorporated is Shelby. I further certify that as set out in the application for reservation of corporate name, the Secretary of State's office does not assume any responsibility for the availability of the corporate name requested nor for any duplication which might occur.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

June 29, 1988 - expires 10-28-88
Date

Glen Browder
Glen Browder

Glen Browder
Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

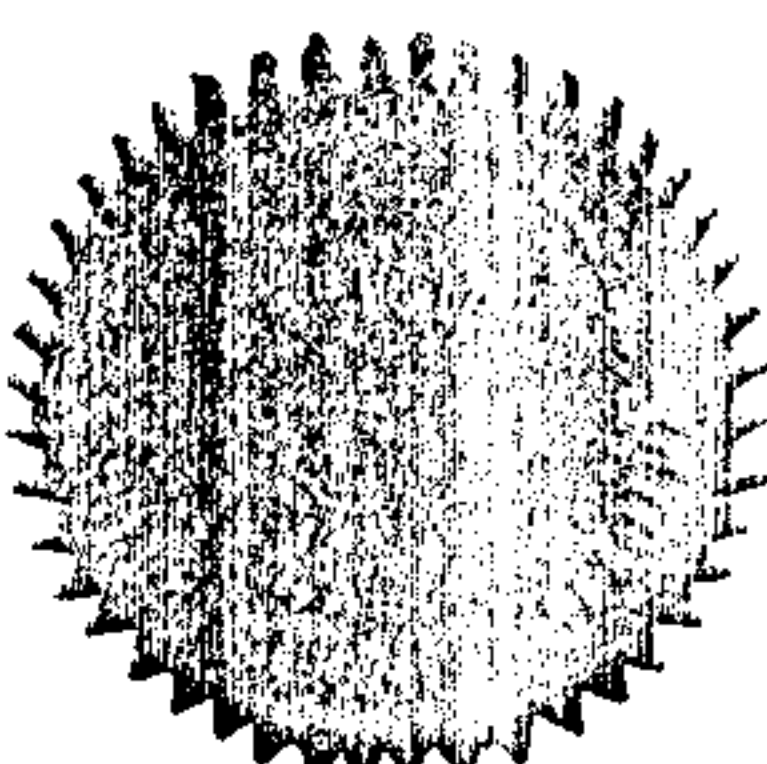
OF

EYE CARE SYSTEMS, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of EYE CARE SYSTEMS, INC., duly signed pursuant to the provisions of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of EYE CARE SYSTEMS, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 18th day of OCTOBER, 1988



STATE OF ALA. SHELBY
I CERTIFY THIS
INSTRUMENT WAS FILED

Thomas A. Snowden, Jr.

Judge of Probate

88 OCT 18 AM 8:34

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Rec 35.00
Just 1.00
36.00