

M35245

CT CORPORATION SYSTEM

CORPORATION(S) NAME

Call Mart, Inc. Merged Into: Refractive Solutions, Inc.

000003509260-0
-12/20/00-01078-013-0
*****78.75 *****78.75

EFFECTIVE DATE

12/31/00

Merger

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

FILED
00 DEC 20 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

12/20/00

Order#: 3475251

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

RECEIVED
00 DEC 20 PM 2:17
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

12/21/00
ASB

ARTICLES OF MERGER
Merger Sheet

MERGING:

CALL MART, INC., a Florida corporation P94000060731

INTO

REFRACTIVE SOLUTIONS, INC., a Florida entity, M35245

File date: December 20, 2000 , Effective date December 31, 2000

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE
12/31/00

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>REFRACTIVE SOLUTIONS, INC.</u>	<u>FLORIDA</u>

FILED
00 DEC 20 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>CALL MART, INC.</u>	<u>FLORIDA</u>
_____	_____
_____	_____
_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 12 / 31 / 2000 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 12/14/2000

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/14/2000

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

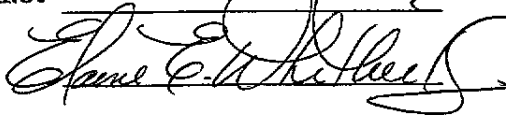
<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
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REFRACTIVE SOLUTIONS, INC.



GARETH E. GLASER, VICE PRESIDENT

CALL MART, INC.



ELAINE E. WHITBECK, VICE PRESIDENT
AND SECRETARY

with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation is:

Name

Jurisdiction

REFRACTIVE SOLUTIONS, INC.

FLORIDA

The name and jurisdiction of each subsidiary corporation is

Name

Jurisdiction

CALL MART, INC.

FLORIDA

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows:

N/A

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares. **N/A**

Other provisions relating to the merger are as follows: **N/A**

EXHIBIT A

AGREEMENT OF MERGER

Refractive Solutions, Inc. ("RSI"), a Florida corporation, and Call Mart, Inc. ("Call Mart") a Florida corporation, agree as follows:

**ARTICLE I
PLAN OF MERGER**

1.01 Plan Adopted. A plan of merger of RSI and Call Mart pursuant to section 607.1101, F.S., is adopted as follows:

1. Upon the Effective Date, as hereinafter defined, Call Mart shall be merged with and into RSI.

2. The Surviving Corporation shall be RSI.

3. Upon the Effective Date, the separate existence of Call Mart shall cease, and the Surviving Corporation shall succeed, without other transfer, to all the rights and property of Call Mart and shall be subject to all the debts and liabilities of Call Mart.

4. On or after the Effective Date, the Surviving Corporation shall carry on its business with the assets of Call Mart as well as the assets of the Surviving Corporation.

5. Upon the Effective Date, each share of common stock of Call Mart which is owned by RSI and which is outstanding immediately prior to the Effective Date of the Merger shall by virtue of the Merger and without any action on the part of RSI, be retired and cease to exist, and RSI shall not be entitled to any consideration therefore.

6. Each share of Common Stock of RSI outstanding immediately prior to the Effective Date of the Merger shall continue to be outstanding thereafter and shall continue to represent one share of Common Stock of the Surviving Corporation.

1.02 The effective time and date of the merger, herein referred to as the "Effective Date", shall be 11:59 p.m. on December 31, 2000.

**ARTICLE II
DIRECTORS AND OFFICERS**

2.01 Directors. All persons who immediately prior the Effective Date shall be directors of RSI shall remain as directors of the Surviving Corporation until the shareholders of the Surviving Corporation shall otherwise determine. The shareholders of the Surviving Corporation may elect or appoint such additional directors as it may determine in accordance with the by-laws of the Surviving Corporation.

2.02 Officers. All persons who immediately prior to the Effective Date shall be officers of RSI shall remain as officers of the Surviving Corporation until the Board of Directors of the Surviving Corporation shall otherwise determine. The Board of Directors of the Surviving Corporation may elect or appoint such additional officers as it may determine in accordance with the by-laws of the Surviving Corporation.

**ARTICLE III
CERTIFICATE OF INCORPORATION**

The Certificate of Incorporation of RSI as in effect immediately prior to the Effective Date shall continue as the Certificate of Incorporation of the Surviving Corporation until altered or repealed as provided therein or as provided by law.

**ARTICLE IV
BY-LAWS**

The by-laws of RSI, as existing on the Effective Date, shall continue as the by-laws of the Surviving Corporation until amended, altered or repealed as provided therein or in the Certificate of Incorporation of the Surviving Corporation or as provided by law.