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**MERGER OR SHARE EXCHANGE  
EYE CENTERS OF FLORIDA, P.A.**

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Merger rescinded  
by court order

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**ARTICLES OF MERGER  
MERGING  
SURGICARE CENTER, INC.  
WITH AND INTO  
EYE CENTERS OF FLORIDA, P.A.**

Merger rescinded  
by court order

Pursuant to Sections 607.1104, 607.1105 and 607.1106 of the Florida Business Corporation Act and Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, **SURGICARE CENTER, INC.**, a Florida corporation (the "Merging Entity") and **EYE CENTERS OF FLORIDA, P.A.**, a Florida professional corporation (the "Surviving Entity"), hereby adopt the following Articles of Merger:

**EFFECTIVE DATE**  
**12-31-10**

**ARTICLE I**

The name, type of entity, state of organization and jurisdiction of the governing law of each of the constituent business entities are as follows:

<u>Name</u>	<u>State of Organization and Jurisdiction of the Constituent Business Entities' Governing Law</u>	<u>Type of Entity</u>
SURGICARE CENTER, INC.	Florida	Corporation
EYE CENTERS OF FLORIDA, P.A.	Florida	Professional Corporation

**ARTICLE II**

Effective upon the filing of these Articles of Merger with the Florida Department of State (the "Effective Date"), the Merging Entity shall be merged with and into the Surviving Entity, and the Surviving Entity shall be the surviving business entity.

**ARTICLE III**

The Plan of Merger pursuant to which the Merging Entity shall merge with and into the Surviving Entity (the "Plan of Merger") is attached hereto as Exhibit A and is incorporated herein and made a part hereof by reference.

**ARTICLE IV**

The Plan of Merger was adopted and approved by the sole shareholder of the Merging Entity and the sole shareholder of the Surviving Entity as of the date hereof, in accordance with the applicable provisions of Chapter 607, *Florida Statutes* (the governing law of the constituent business entities), and in accordance with the terms of the Articles of Incorporation and Bylaws of the Merging Entity and the Articles of Incorporation and Bylaws of the Surviving Entity.

There are no dissenting shareholders of any of the constituent business entities; and, therefore, no appraisal rights are triggered by virtue of the Plan of Merger.

WHEREOF, these Articles of Merger are dated as of the 28<sup>th</sup> day of December, 2010.

**SURGICARE CENTER, INC.**, a Florida  
corporation

By: \_\_\_\_\_

David C. Brown, M.D., President

**EYE CENTERS OF FLORIDA, P.A.**, a  
Florida professional corporation

By: \_\_\_\_\_

David C. Brown, M.D., President

**EXHIBIT A****PLAN OF MERGER  
OF  
SURGICARE CENTER, INC.  
WITH AND INTO  
EYE CENTERS OF FLORIDA, P.A.**

**THIS PLAN OF MERGER** is approved and adopted by **SURGICARE CENTER, INC.**, a Florida corporation (the "Merging Entity") and **EYE CENTERS OF FLORIDA, P.A.**, a Florida professional corporation (the "Surviving Entity").

1. The principal place of business for the Merging Entity and the Surviving Entity is located at 4101 Evans Avenue, Fort Myers, Florida 33901.
2. The shares of common stock of the Merging Entity (the "Merging Entity Shares") are owned one hundred percent (100%) by the Surviving Entity; and there are no options or other rights to acquire additional shares of common stock issued or outstanding.
3. The shares of common stock of the Surviving Entity (the "Surviving Entity Shares") are owned one hundred percent (100%) by David C. Brown, M.D., and there are no options or other rights to acquire additional shares of common stock issued or outstanding.
4. The Merging Entity will merge with and into the Surviving Entity as of the Effective Date (as defined below), whereupon the Merging Entity will cease to exist and the separate businesses of the Merging Entity and the Surviving Entity will continue on a combined basis through the Surviving Entity.

**ARTICLE I****1.1 Names of Constituent Entities.**

Name of Merging Entity: SURGICARE CENTER, INC., a Florida corporation

Name of Surviving Entity: EYE CENTERS OF FLORIDA, P.A., a Florida professional corporation

1.2 **The Merger.** As of the Effective Date, the Merging Entity shall merge with and into the Surviving Entity (the "Merger"), the separate existence of the Merging Entity shall thereupon cease, and the Surviving Entity shall be the surviving entity in the Merger and shall continue its legal existence under the laws of the State of Florida.

1.3 **Effect of Merger.** The Merger shall have the effects set forth in Section 607.1106 of the Florida Business Corporation Act, as amended (the "Act") and Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

1.4 **Effective Date.** The Merger shall become effective on December 31, 2010 (the "Effective Date"). The parties hereto will file with the Florida Secretary of State (the "Secretary of State") the Articles of Merger and other necessary documents (the "Merger Documents"), in such form as required by, and executed in accordance with, the relevant provisions of the Act in order to effect the Merger as of the Effective Date.

## **ARTICLE 2**

2.1 **Cancellation of Merging Entity Shares.** As of the Effective Date, all of the Merging Entity Shares issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action on the part of the holder thereof, be surrendered and cancelled.

2.2 **The Surviving Entity Shares.** As of the Effective Date, all of the Surviving Entity Shares issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action on the part of the holder thereof, continue unchanged and remain outstanding.

2.3 **Manner of Conversion.** Since all of the Merging Entity Shares issued and outstanding immediately prior to the Effective Date are owned by the Surviving Entity, no conversion of the issued and outstanding Merging Entity Shares into Surviving Entity Shares is necessary, and no additional shares of common stock of the Surviving Entity will be issued in connection with the Merger. Therefore, immediately after the Merger, the Surviving Entity Shares shall continue to be issued and owned one hundred percent (100%) by David C. Brown, M.D.

2.4 **Rights and Obligations of the Merging Entity.** In accordance with and insofar as permitted by the applicable provisions of the Act: (i) the Surviving Entity shall possess all rights, privileges and powers of the Merging Entity; (ii) all property and assets of the Merging Entity shall vest in the Surviving Entity without any further act or deed; and (iii) the Surviving Entity shall assume and be liable for all liabilities and obligations of the Merging Entity.

2.5 **Concise Statement.** There are no dissenting shareholders of the Constituent Entities. Therefore, no appraisal rights are triggered by virtue of this Plan of Merger.

## **ARTICLE 3**

3.1 **Surviving Entity Articles of Incorporation and Bylaws.** The Articles of Incorporation and the Bylaws of the Surviving Entity in effect immediately prior to the Effective Date shall be and will remain the Articles of Incorporation and Bylaws of the Surviving Entity, unless and until such Articles of Incorporation and Bylaws shall be amended as provided by law.

3.2 **Merging Entity Articles of Incorporation and Bylaws.** The Articles of Incorporation and the Bylaws of the Merging Entity, as such, shall be terminated as of the Effective Date and thereafter be of no further force or effect.

3.3 **Surviving Entity Officers and Board of Directors.** The officers and Board of Directors of the Surviving Entity in effect immediately prior to the Effective Date shall be and will remain the officers and Board of Directors of the Surviving Entity, until such time as their

successors are duly elected and qualified in accordance with the terms of the Articles of Incorporation and the Bylaws of the Surviving Entity.

#### **ARTICLE 4**

4.1 **Amendment.** The Constituent Entities, by mutual consent, may amend this Plan of Merger prior to the filing of the Articles of Merger with the Secretary of State; provided, however, that an amendment made subsequent to the adoption of this Plan of Merger by the Constituent Entities shall be subject to the limitations specified in the Act.

4.2 **Termination.** This Plan of Merger may be terminated and the Merger and other transactions herein provided for may be abandoned at any time prior to the filing of the Articles of Merger with the Secretary of State, whether before or after adoption of this Plan of Merger by the Constituent Entities, if the Constituent Entities determine that the consummation of the transactions provided for herein would not, for any reason, be in the best interest of the parties.

4.3 **Constituent Entities' Approval.** This Plan of Merger shall be submitted to the Constituent Entities for approval prior to the Effective Date.

4.4 **Filing of Articles of Merger.** After obtaining such approval by the Constituent Entities, the Board of Directors and the proper officers of the Surviving Entity, and the Board of Directors and the proper officers of the Merging Entity, are hereby authorized and directed to cause all required documents to be executed, filed and recorded, and all other required action to be taken, in order to consummate the Merger as of the Effective Date.