

Document number

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CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

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Corporation(s) Name

Opticare Health Systems, Inc

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 21 PM 5:05

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> LLC		
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Ch. RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
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Melanie Strickland

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Thank You!

4/21

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

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1. Opticare Health Systems, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 760314489

(FEI number, if applicable)

4. 1/19/94

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 87 Grandview Avenue

Waterbury, CT 06708

(Current mailing address)

8. To engage in any lawful act or activity for which a corporation may be organized.

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System

(Registered agent's signature)

STEPHEN ADAMO
ASSISTANT SECRETARY

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

OPTICARE HEALTH SYSTEMS, INC
Addendum to Application

Directors:

Ian G. H. Ashken
555 Theodore Fremd Avenue
Suite N-302
Rye, NY 10580

John F. Croweak
370 Bassett Road
North Haven, CT 06473

Carl J. Schramm
658 Kenilworth Drive
Suite 100
Townsend, MD 21204

Officers:

Allan L. M. Barker, O. D., President, Integrated Eyecare Services Division
2325 Sunset Avenue
Rocky Mount, NC 27804

Samuel Petteway, President, Managed Care Division
112 Zebulon Court
Rocky Mount, NC 27804

Gordon A. Bishop, President, Buying Group
87 Grandview Avenue
Waterbury, CT 06708

D. Blair Harrold, O. D., President, Retail Optometry Division, North Carolina Operations
2325 Sunset Avenue
Rocky Mount, NC 27804

Stephen J. Cohen, President, Cohen Systems
688 Professional Center
14501 Walsingham Road
Largo, FL 33774

Mark C. Ruchman, M.D., Chief Medical Officer
87 Grandview Avenue
Waterbury, CT 06708

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Robert C. Bauman, O.D., Director of Optometric Services
87 Grandview Avenue
Waterbury, CT 06708

Joseph H. Bellefontaine, Chief Information Officer
87 Grandview Avenue
Waterbury, CT 06708

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Dean Yimoyines, Chairman of the Board of Director, President and Chief Executive Officer

Address: 87 Grandview Avenue

Waterbury, CT 06708

Vice Chairman: Steven Ditman, Executive Vice President, Chief Financial Officer

Address: 87 Grandview Avenue

Waterbury, CT 06708

Director: Allan L. Barker, O. D., President of Integrated Eyecare Services Division

Address: 2325 Sunset Avenue

Rocky Mount, NC 27804

Director: Martin E. Franklin, Director

Address: 555 Theodore Fremd Avenue, Suite N-302

Rye, NY 10580

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Dean Yimoyines, Chairman of the Board of Directors, President and Chief Executive Officer

Address: 87 Grandview Avenue

Waterbury, CT 06708

Vice President: Steven Ditamn, Executive Vice President and Chief Financial Officer

Address: 87 Grandview Avenue

Waterbury, CT 06708

Secretary: Stephen P. Fisher, General Counsel and Secretary

Address: 87 Grandview Avenue

Waterbury, CT 06708

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. STEPHEN P. FISHER, SECRETARY

(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OPTICARE HEALTH SYSTEMS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF APRIL, A.D. 2000.

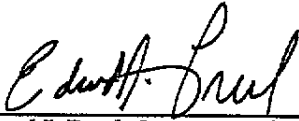
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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Edward J. Freel, Secretary of State

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AUTHENTICATION:

04-19-00

DATE: