

F96000004790

Document Number Only

CF CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222--1092

City State Zip Phone

CORPORATION(S) NAME

FILED  
SEP 18 1996  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL

FILED  
SEP 18 1996  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL

PRG Florida, Inc.

- ☒ Profit  
☐ NonProfit  
☐ Limited Liability Co.  
☒ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Certified Copy  
☐ Call When Ready  
☒ Walk In  
☐ Mail Out
- ☐ Amendment  
☐ Dissolution/Withdrawal  
☐ Annual Report  
☐ Reservation  
☐ Photo Copies  
☐ Call if Problem  
☐ Will Wait
- ☐ Merger  
☐ Mark  
☐ Other  
☐ Change of R.A.  
☐ Fictitious Name Filing  
☒ XCUS  
☐ After 4:30  
☒ Pick Up

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SEP 18 1996  
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TALLAHASSEE, FL

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TALLAHASSEE, FL

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

9/15/96

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
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:

1. PRG Florida XII, 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. Applied

(FEI number, if applicable)

4. September 16, 1996

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.150, F.S.))

7. 5410 LBJ Freeway, Suite 1540, Dallas, Texas 75240

(Current mailing address)

8. Management Services

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

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324  
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

(Registered agent's signature) (Officer)

**C. Mendenhall**  
**Special Asst. Secretary**

(Type Name and Title of Officer)

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DIVISION OF  
CORPORATIONS  
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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:

A. DIRECTORS

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Director: Emmett E. Moore

Address: 5110 LBJ Freeway, Suite 1540

Dallas, Texas 75240

Director: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

B. OFFICERS

President: see attached list of officers

Address: \_\_\_\_\_

\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

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

13. *Richard J. D'Amico*  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Richard J. D'Amico, Vice President  
(Typed or printed name and capacity of person signing application)

Appendix to Florida  
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of  
PRG Florida XII, Inc.**

---

1. Emmett E. Moore, President  
5430 LBJ Freeway, Suite 1540  
Dallas, Texas 75240
2. Richard J. D'Amico, Vice President/Secretary  
5430 LBJ Freeway, Suite 1540  
Dallas, Texas 75240
3. Richard M. Owen, Vice President/Treasurer  
5430 LBJ Freeway, Suite 1540  
Dallas, Texas 75240

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP 18 PM 12:19

State of Delaware  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRG FLORIDA XII, 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 SIXTEENTH DAY OF SEPTEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
SEP 18 PM 12:19



Edward J. Freel, Secretary of State

2663043 8300

960267233

AUTHENTICATION:

DATE:

8104863

09-16-96

CONTACT:

OFFICE USE ONLY (Document #)

**F 96000004790**

UCC FILING & SEARCH SERVICES, INC.

(Requestor's Name)

526 EAST PARK AVENUE

(Address)

TALLAHASSEE FL 32301

(City, State, Zip)

(904) 881-8528

(Phone #)

300002000903--B

-11/08/96--01093--021

\*\*\*\*122.50 \*\*\*\*122.50

*John - 681-6528*

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (If known):

1 Melbourne Eye Associates & Brevard Inc.

(Corporation Name)

(Document #)

2 \_\_\_\_\_

(Corporation Name)

(Document #)

3 Attn: Darlene

(Corporation Name)

(Document #)

4 \_\_\_\_\_

(Corporation Name)

(Document #)

☒ Walk In ☐ Pick Up Time

☐ Mail Out

☐ Will Wait

☐ Photocopy

**\*ACQUIREE** is same as **(ACQUIRED)** CORP.

**\*ACQUIROR** is same as **(ACQUIRING)** CORP.

☐ Certified Copy

☐ Certificate of State

☐ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DO

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME

☐ CORP SEARCH

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input checked="" type="checkbox"/>	Other - Share

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A, Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 OCT 21 PM 4:10

DIVISION OF CORPORATION

96 OCT 2 PM 2:01

FILED

RECEIVED

**HOLD FOR  
PICKUP BY  
UCC SERVICES**

Examiner's Initials

**ARTICLES OF SHARE EXCHANGE  
OF  
Melbourne Eye Associates, Inc.,  
a Florida Corporation,  
with  
PRG FLORIDA XII, INC.,  
a Delaware Corporation,  
a wholly owned subsidiary of Physician's Resource Group, Inc.,  
a Delaware Corporation**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THESE ARTICLES OF SHARE EXCHANGE by and between Melbourne Eye Associates, Inc., a Florida corporation ("Acquiree") and PRG FLORIDA XII, INC., a Delaware corporation ("Acquiror"), which is a wholly owned subsidiary of Physician's Resource Group, Inc. ("PRG"), a Delaware corporation.

Pursuant to § 607.1105 of the Florida Business Corporation Act (the "Act") Acquiree, PRG, and Acquiror adopt the following Articles of Share Exchange:

1. The Plan of Share Exchange dated even date herewith between Acquiree and Acquiror was approved and adopted by the shareholders of Acquiree on October 4<sup>th</sup>, 1996 and was adopted by the Board of Directors of Acquiror on October 8, 1996, since shareholder approval of the Plan of Share Exchange is not required by the shareholders of Acquiror by § 607.1103(7) and § 607.1103(1) of the Act.

2. Pursuant to the Plan of Share Exchange, all issued and outstanding shares of Acquiree's stock will be exchanged for shares of Physician's Resource Group, Inc. stock and Acquiree will become a wholly owned subsidiary of Physician's Resource Group, Inc.

3. The Plan of Share Exchange is attached as Exhibit "A" and incorporated herein by this reference.

4. Pursuant to § 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Share Exchange shall be on the filing of these Articles of Share Exchange with the Secretary of State of Florida, or any date specified in these articles that is after such filing date (the "Effective Date").

IN WITNESS WHEREOF, the parties have set their hands this 9<sup>th</sup> day of October, 1996.



**ACQUIROR:**

**PRG FLORIDA XII, INC.**

By: *Richard J. D'Amico*  
Its Authorized Representative  
Richard J. D'Amico, Vice President

Dated: October 9, 1996

**ACQUIREE:**

**MELBOURNE EYE ASSOCIATES, INC.**

By: *John Walden*  
John Walden, its President

Dated: Oct 4, 1996

**PHYSICIAN'S RESOURCE GROUP, INC.**

By: *Richard J. D'Amico*  
Its Authorized Representative  
Richard J. D'Amico, Senior Vice President

Dated: October 9, 1996

## PLAN OF SHARE EXCHANGE

This Plan of Share Exchange ("Plan") is adopted by and between PRG Florida XII, Inc., a Delaware corporation, ("Acquiror") which is a wholly owned subsidiary of Physician's Resource Group, Inc., a Delaware corporation ("PRG") and Melbourne Eye Associates, Inc., a Florida corporation ("Acquiree").

1. **Distribution to Shareholders.** On the Effective Date, all of the shareholders of Acquiree not dissenting from the Plan shall exchange all of the outstanding stock of Acquiree for shares of Physician's Resource Group, Inc. pursuant to the terms and conditions of that Share Exchange Agreement (the "Agreement") attached hereto and incorporated by this reference herein, and Acquiree shall become a wholly-owned subsidiary of Physician's Resource Group, Inc.

2. **Supplemental Action.** If at any time after the Effective Date, Acquiror shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Acquiror or Acquiree, as the case may be, whether past or remaining in office, shall execute and deliver any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts to carry out the provisions of this Plan.

3. **Filing with the Florida Secretary of State and Effective Date.** Upon the Closing, as provided in the Agreement of which this Plan is a part, Acquiror and Acquiree shall cause their respective President (or Vice President) to execute Articles of Share Exchange (the "Articles") in the form attached to this Plan and upon such execution this Plan shall be deemed incorporated by reference into the Articles as if fully set forth in the Articles and shall become an exhibit to such Articles. Thereafter, the Articles shall be delivered for filing to the Florida Department of State. In accordance with § 607.1105 of the Florida Business Corporation Act (the "Act"), the Articles shall specify the Effective Date. The Effective Date shall be the filing date of the Articles or any date thereafter, as specified in the Articles.

4. **Acquiror's Representations.** Acquiror hereby represents as follows:

4.1 **Agent for Service of Process.** Acquiror hereby appoints the Department of State as agent for service of process in any proceeding to enforce any obligation or rights of dissenting shareholders of each domestic corporation that is a party to the Plan contemplated by this Agreement.

4.2 **Payment to Dissenting Shareholders.** Acquiror hereby agrees that it will promptly pay to the dissenting shareholders of each domestic corporation, a party to the Plan, the amount, if any, to which they are entitled to under § 607.1302 of the Florida Statutes.

4.3 **Adoption of Plan.** The Board of Directors of the Acquiror adopted this Plan, set forth above, on the 8<sup>th</sup> day of October, 1996.

5. **Amendment and Waiver.** Any of the terms or conditions of this Plan may be waived at any time by Acquiror or Acquiree by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of Acquiree by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter so long as such change is in accordance with § 607.1103 of the Florida Statutes.

6. **Termination.** At any time before the Effective Date (whether before or after filing the Articles of Share Exchange), this Plan may be terminated and the share exchange abandoned by mutual consent of the Boards of Directors of the corporations, notwithstanding favorable action by the shareholders of Acquiree.

Executed by each of the undersigned on the date set forth below:

**ACQUIROR:**

PRG FLORIDA XII, INC.

By: Richard J. D'Amico  
its Authorized Representative  
Richard J. D'Amico, Vice President  
Dated: October 9, 1996

**ACQUIREE:**

MELBOURNE EYE ASSOCIATES, INC.

By: John Walden  
John Walden, its President  
Dated: Oct 4, 1996

PHYSICIAN'S RESOURCE GROUP, INC.

By: Richard J. D'Amico  
its Authorized Representative  
Richard J. D'Amico, Senior Vice President  
Dated: October 9, 1996



CAPITOL CORPORATE SERVICES, INC.

F960000004790

January 30, 1997

FLORIDA DEPARTMENT OF STATE  
P. O. Box 6327  
Tallahassee, FL 32314

Attn: Corporate Filing Dept.

Re: PRG FLORIDA XII, INC.

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-02/04/97--01116--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Filing Clerk:

Enclosed please find a Statement of Change of Registered Office/Agent, for the above referenced name, which is to be filed in your office. I have enclosed check # 1062 in the amount of \$ 35.00 for the filing fee. After filing please return to me the file-stamped copy in the enclosed self-addressed envelope. If you have any questions please contact me at 800-472-0544.

Thank you,

*Delanie Lundgren*

Delanie Lundgren

enclosures

SH 2/7  
RA Ch.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State Florida.

1a. The name of the corporation is: PRO FLORIDA XII, INC.

1b. Date of Incorporation: 09/18/96 Document number F96000004790

2. The name and address of the current registered agent and office:  
C T CORPORATION SYSTEM

1200 South Pine Island Road, Plantation, FL 33324

3. The name and address of the new registered agent and office:  
(P.O. Box Not Acceptable)

NRAI Services, Inc.

526 East Park Avenue, Tallahassee, Florida 32301

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

*Richard J. D'Amico*  
SIGNATURE  
Jan. 28, 1997  
DATE

X Richard J. D'Amico, Vice President  
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

NRAI Services, Inc.

SIGNATURE By: *DeLana Lurdgen, asst.*  
(Registered Agent) *sec.*

DATE 1-30-97