

Document Number Only

F960000006900

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

100002050101--0

-01/08/97--01026--004

*****70.00 *****70.00

CORPORATION(S) NAME

Vision Care America, Inc.
merging into:

MedPartners Acquisition Corp

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other UCC Filing |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fic. Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> CUS | |
| <input type="checkbox"/> Certified Copy | | |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | C. TAX FILING <u>70</u> | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | R. AGENT FEE <u>70</u> | |

Name Availability	2/1/2/96
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N. BANK BALANCE DUE 12-31
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F960000006900

**ARTICLES OF MERGER
Merger Sheet**

.....
MERGING:

VISION CARE AMERICA, INC., a Florida corporation F93000063286

into

**MEDPARTNERS ACQUISITION CORPORATION, a Delaware corporation
F96000008900**

File date: December 31, 1996

Corporate Specialist: Annette Hogan

DOMESTIC CORPORATION AND FOREIGN CORPORATION

ARTICLES OF MERGER

FILED
96 DEC 31 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

FIRST: The name of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State/Country of Incorporation</u>
Vision Care America, Inc.	Florida
MedPartners Acquisition Corporation	Delaware

SECOND: The laws of the state or country under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The foreign corporation complies with Section 607.1105 F.S. (as set forth below) if it is the surviving corporation of the merger; and each domestic corporation complies with the applicable provisions of Sections 607.1101 - 607.1104 F.S. and, if it is the surviving corporation of the merger, with Section 607.1105 F.S. (as set forth below).

FOURTH: The plan of merger is attached as Exhibit A and incorporated herein by reference.

FIFTH: The effective date of the certificate of merger shall be the 31st day of December, 1996.

SIXTH: The plan of merger was adopted by the shareholder of Vision Care America, Inc. on the 26th day of December, 1996 and was adopted by the shareholder of MedPartners Acquisition Corporation on the 26th day of December, 1996.

Signed this 27th day of December, 1996.

MedPartners Acquisition Corporation
(Name of surviving corporation)

By Harold O. Knight, Jr.
(Chairman or Vice Chairman of
the Board of Directors, or
President or another officer)

Harold O. Knight, Jr.
(Name)
Vice President & Treasurer
(Title)

Vision Care America, Inc.
(Name of merged corporation)

By Harold O. Knight, Jr.
(Chairman or Vice Chairman of
the Board of Directors, or
President or another officer)

Harold O. Knight, Jr.
(Name)
Vice President & Treasurer
(Title)

EXHIBIT A

PLAN OF MERGER

The terms and conditions of the following Plan of Merger were advised, authorized and approved by the respective Boards of Directors and stockholders of the constituent corporations, in the manner prescribed by the Certificate/Articles of Incorporation or their charters, the General Corporation Law of the State of Delaware and the Florida Business Corporation Act:

1. MedPartners Acquisition Corporation, a Delaware corporation (the "Company") shall merge into itself Vision Care America, Inc., a Florida corporation (the "Merged Corporation") and assume all of the Merged Corporation's liabilities and obligations, with the Company being the surviving corporation.

2. Upon the effectiveness of such merger, (a) the separate corporate existence of the Merged Corporation shall cease, (b) all outstanding shares of capital stock of the Merged Corporation shall be canceled and no shares of capital stock of the Company shall be issued as a result of the merger, (c) all corporate acts, liabilities and obligations of the Merged Corporation shall become the acts, liabilities and obligations of the Company, and (d) the merger shall have all effects specified in applicable provisions of the General Corporation Law of the State of Delaware and the Florida Business Corporation Act.

3. No amendments to the Certificate of Incorporation of the Company shall occur as a result of such merger.

4. The Chairman of the Board, President and Chief Executive Officer of the Company, any Executive Vice President, Senior Vice President or Group Vice President of the Company, and the Secretary or any Assistant Secretary of the Company, are hereby authorized and directed to make, execute and acknowledge a Certificate of Ownership and Merger/Articles of Merger and to file the same in the office of the Secretary of State of the State of Delaware and such other public offices as may be necessary or advisable to effect such merger.

IN WITNESS WHEREOF, the undersigned have hereunto caused this Plan of Merger to be executed by their respective duly authorized corporate officers, who have been so authorized by resolutions of their respective Boards of Directors and shareholders, as of the 27th day of December, 1996, heretofore executed under penalty of perjury.

MEDPARTNERS ACQUISITION CORPORATION

By Harold O. Knight Jr. (SEAL)
Its: Vice President + Treasurer

VISION CARE AMERICA, INC.

By Harold O. Knight Jr. (SEAL)
Its: Vice President + Treasurer

This instrument was prepared by:
Haskell Slaughter & Young, L.L.C.
1200 AmSouth/Harbert Plaza
1701 Sixth Avenue North
Birmingham, Alabama 35203

Document Number Only

F96000006900

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
26 DEC 31 PM 3:06

12/31

MedPartners Acquisition Corporation

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*****78.00 *****70.00

☒ 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

☐ Merge

☐ Mark

☐ Other

☐ Change of R.A.

☐ Fic. Name

☐ CUS

☐ After 4:30

☒ Pick Up

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CR2E031 (1-89)

**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. MedPartners Acquisition Corporation
(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. 63-1144220
(FEI number, if applicable)
4. May 4, 1995
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. December 31, 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. 3000 Galleria Tower, Suite 1000, Birmingham, Alabama 35244
(Current mailing address)
8. transaction of any lawful business in the state of Florida and the United States.
(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 obligations of my position
as registered agent.*

C T CORPORATION SYSTEM

Connie Bryan
(Registered agent's signature) (Officer)
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY
(Type Name and Title of Officer)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
DEC 31 PM 3:05

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

Harold O. Knight, Jr.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

Larry R. House
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

Tracy P. Thrasher
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

B. OFFICERS

President: Larry R. House
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

Vice President: Harold O. Knight, Jr.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

Secretary: Tracy P. Thrasher
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

Treasurer: Harold O. Knight, Jr.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

IN WITNESS WHEREOF, the Company has caused this document to be executed as of the 31st day of December, 1996.

13.

Harold O. Knight, Jr.
(Signature)

14.

Harold O. Knight, Jr., Vice President & Treasurer
(Name and capacity)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 31 PM 3:06

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MEDPARTNERS ACQUISITION CORPORATION" 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 TWENTY-SEVENTH DAY OF DECEMBER, A.D. 1996.

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 31 PM 3:06



Edward J. Freel
Edward J. Freel, Secretary of State

2501528 8300

960385042

AUTHENTICATION:

8262290

DATE:

12-27-96

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9111
904-222-0355 FAX

800-341-8086

CSC networks

F96000006900

MAIL TO:
P.O. BOX 5828
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 222071

AUTHORIZATION :

Patricia Piquette

COST LIMIT : \$ 35⁰⁰

ORDER DATE : 1-22-97

200002064642--6

ORDER TIME :

ORDER NO. : 222071

CUSTOMER NO: 4390339

CUSTOMER:

FILED
97 JAN 22 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: Medpartners Acquisition Corporation

X Change of agent
ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON:

Lebbie Skipper

EXAMINER'S INITIALS:

RA Change
01-22-97
DC

RECEIVED
97 JAN 22 AM 10:50
DIVISION OF CORPORATION

Florida Department of State, Sandra B. Mortham, 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 Delaware submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Medpartners Acquisition Corporation

1b. The mailing address of the corporation is: 3000 Galleria Tower, Suite 1000,
Birmingham, Al 35244

1c. Date of Incorporation: 12-31-96 Document number: F96000006900

2. The name and address of the current registered agent and office:

CT Corporation System

1200 S. Pine Island Road

Plantation, Florida 33324

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

The Prentice-Hall Corporation Systems, Inc.

1201 Hays Street, Suite 105

Tallahassee, Florida 32301

The street address of its registered office 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.

(Signature of an officer, chairman or
vice chairman of the board)

Tracy P. Thrasher
Secretary

(Printed or typed name and title)

1-20-97

(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, 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.

The Prentice-Hall Corporation Systems, Inc.

By: Kelly A. Howley
(Signature of Registered Agent)

If signing on behalf on an entity:

Kelly A. Howley
(Typed or Printed Name)

1-21-97

(Date)

Asst. Sec.

(Capacity)

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97 JAN 22 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA