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CT CORPORATION SYSTEM

Requestor's Name

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City

State

Zip

Phone

100002050101--0

-01/08/97-01026-004

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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 |
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F9600000006900

ARTICLES OF MERGER
Merger Sheet

MERGING:

VISION CARE AMERICA, INC., a Florida corporation P93000063286

into

MEDPARTNERS ACQUISITION CORPORATION, a Delaware corporation
F96000006900

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
1901 Sixth Avenue North
Birmingham, Alabama 35203