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TRANSMITTAL LETTER

* Please return using the enclosed prepaid Airborne! Thank you!

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: Consolidated Eye Care, Inc.

(Name of corporation - must include suffix)

600002378486--5
-12/22/97-01015-013
*****70.00 *****70.00

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Samuel B. Petteway
(Name of Person)
Consolidated Eye Care/PrimeVision Health
(Firm/Company)
110 Zebulon Court
(Address)
Rocky Mount, NC 27804
(City, State and Zip Code)

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-12/22/97-01015-014
*****8.75 *****8.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Should you need to call someone concerning this matter, please call:

Sam Petteway at (919) 937-6650 Ext. 129
(Name of Person) Area Code & Daytime Telephone Number

ff 12/15

COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FF \$70.00
AUS 8.75

CORAFORP

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:

1. Consolidated Eye Care, 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. North Carolina (State or country under the law of which it is incorporated) 3. 56-1674129 (FEI number, if applicable)

4. October 23, 1989 (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 817.155, F.S.)

7. 112 Zebulon Court Rocky Mount, NC 27804 (Current mailing address)

8. Third Party Administrator (Eye Care Benefits) (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: Douglas A. Mang Office Address: 660 East Jefferson Street Tallahassee, Florida, 32302 (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.

(Registered agent's signature)

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.

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

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

Chairman: Dennis Blair Harrold

Address: 129 Steeplechase Road
Rocky Mount, NC 27804

Vice Chairman: _____

Address: _____

Director: Allan Leslie Meyer Barker

Address: 500 Wildwood Avenue
Rocky Mount, NC 27804

Director: Robert Gerard Matkovich

Address: 3908 Ketch Point Drive
Rocky Mount, NC 27804

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

President: Allan Leslie Meyer Barker

Address: 500 Wildwood Avenue
Rocky Mount, NC 27804

Assistant Secretary: Dennis Blair Harrold

Address: 129 Steeplechase Road
Rocky Mount, NC 27804

Secretary: Robert Gerard Matkovich

Address: 3908 Ketch Point Drive
Rocky Mount, NC 27804

Treasurer: Robert Gerard Matkovich

Address: 3908 Ketch Point Drive
Rocky Mount, NC 27804

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

13. *Robert G. Matkovich*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robert G. Matkovich, Secretary
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA

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STATE OF NORTH CAROLINA



Department of The
Secretary of State

CERTIFICATE OF EXISTENCE

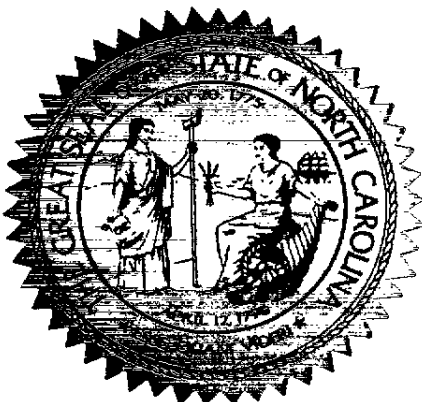
I, **ELAINE F. MARSHALL**, *Secretary of State of the State of North Carolina*, do hereby certify that

CONSOLIDATED EYE CARE, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 23rd day of October, 1989, with its period of duration being perpetual.

I **FURTHER** certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by G.S. 55-16-22 has been delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 29th day of October, 1997.



Elaine F. Marshall

Secretary of State

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TALLAHASSEE, FLORIDA