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((H98000004447 2)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURN ACCT#: 076666002140

CONTACT: TAMI LEE MEAGHER

PHONE: (813)461-1818

FAX #: (813)441-8617

NAME: PROFESSIONAL EYE CARE DELIVERY, INC.

AUDIT NUMBER.....H98000004447

SUB FILE: 37909.98667

DOC TYPE.....DISSOLUTION

CERT. OF STATUS..0 PAGES..... 4

CERT. COPIES.....1 DEL.METHOD.. FAX

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TALLAHASSEE, FLORIDA

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FRI 11:54 FAX 18134418617

JOHNSON BLAKELY

002

03/06/98 10:03 Florida Department P1 /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 6, 1998

PROFESSIONAL EYE CARE DELIVERY, INC.
P.O. BOX 1608
TARPON SPRINGS, FL 34688-8608US

SUBJECT: PROFESSIONAL EYE CARE DELIVERY, INC.
REF: K01608

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please correct the fax audit number on the second page of the document at the top of the page.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000004447
Letter Number: 598A00012350

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
#98000004447 2

ARTICLES OF DISSOLUTION
OF
PROFESSIONAL EYE CARE DELIVERY, INC.

The undersigned, constituting the President and the Secretary of PROFESSIONAL EYE CARE DELIVERY, INC., do hereby certify and affirm that the following are true and correct:

- The name of Corporation: PROFESSIONAL EYE CARE DELIVERY, INC.
- Debts, Obligations and Liabilities: All debts, obligations and liabilities of PROFESSIONAL EYE CARE DELIVERY, INC., have been paid or discharged, or, adequate provision for same has been satisfactorily made.
- Property and Assets: All property and assets of PROFESSIONAL EYE CARE DELIVERY, INC., will be distributed to its sole stockholder, James P. Gills, Trustee of the James P. Gills Revocable Trust dated ^{MAY} January 31, 1991, in accordance with his rights and interests after such assets were used to satisfy the liabilities and obligations of PROFESSIONAL EYE CARE DELIVERY, INC.
- Pending Action: There are no actions pending against PROFESSIONAL EYE CARE DELIVERY, INC. in any court.
- Stockholder Action: Attached hereto is an executed copy of the written consent of the Board of Directors to dissolve the corporation. There are nine hundred (900) outstanding unissued shares of the corporation's common stock. There are one hundred (100) shares of the corporation's stock issued to James P. Gills, Trustee of the James P. Gills Revocable Trust dated ^{MAY} January 31, 1991. A total of one hundred (100) shares out of one hundred (100) shares voted for the dissolution.
- Effective Date: Theses Articles of Dissolution were approved on the 3RD day of MARCH, 1998, and shall be effective as of the 3RD day of MARCH, 1998.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on the 3RD day of MARCH, 1998.

Prepared by:
Peter A. Rivellini, Esquire
911 Chestnut Street
Clearwater, Florida 33757
(813) 461-1818
FL Bar No. 0067156

PROFESSIONAL EYE CARE
DELIVERY, INC., a Florida corporation

By: [Signature]
James P. Gills, President

Attest: [Signature]
Lew Friedland, Secretary

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**CONSENT OF SOLE STOCKHOLDER AND
DIRECTOR TO
DISSOLUTION AND LIQUIDATION**

The undersigned, constituting the sole stockholder and director of PROFESSIONAL EYE CARE DELIVERY, INC., does hereby consent that the following plan of liquidation be adopted and be effectuated, and further waives notice of the special joint meeting for this purpose:

RESOLVED, that the following plan of liquidation of PROFESSIONAL EYE CARE DELIVERY, INC. be and is hereby adopted:

1. The officers and sole director are authorized and directed to proceed promptly to wind up the corporation's affairs, to collect and reduce to possession its assets and to pay or provide for its liabilities.
2. The corporation's assets shall be distributed to the sole stockholder of the corporation cancellation of his respective shares owned by such sole stockholder.
3. As soon as practicable, the officers shall take all appropriate and necessary actions to dissolve the corporation under Florida law.
4. The officers shall wind up the affairs of the corporation; pay or provide for its liabilities; establish a reserve in a reasonable amount to meet the known liabilities and liquidating expenses and estimated unascertained or contingent liabilities and continued expenses, if they deem such reserve desirable; distribute the sales proceeds and any other assets, subject to any remaining liabilities, to the sole stockholder in proportion to the number of shares owned by him, and cancellation of his shares; take all appropriate and necessary action to dissolve the corporation under Florida law.
5. The officers shall arrange for the distribution of any unused balance of the reserve to the sole shareholder as soon as practicable.

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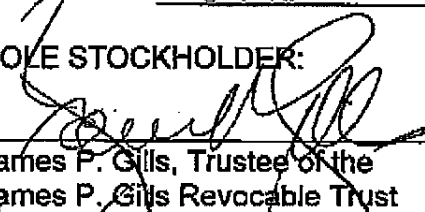
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6. If, in the opinion of the sole director, it is not feasible to sell the assets to the corporation on satisfactory terms in accordance with paragraph 1 hereof, the sole director is authorized by resolution to abandon this plan, in which event, the actions authorized by paragraphs 2 and 3 hereof shall not be taken.

7. As soon as possible after the distribution has been made, counsel for the corporation shall file an Articles of Dissolution of the corporation with the Secretary of the State of Florida, and the officers of the corporation are authorized to execute all documents necessary in connection with the dissolution.

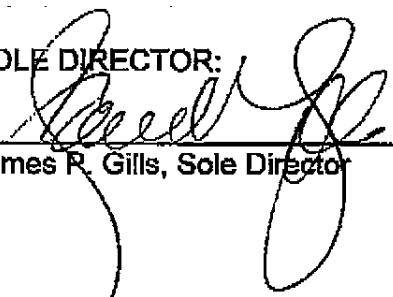
Dated: 3 MARCH, 1998.

SOLE STOCKHOLDER:


James P. Gills, Trustee of the
James P. Gills Revocable Trust
dated January 31, 1991

0151472.01

SOLE DIRECTOR:


James P. Gills, Sole Director

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