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Florida Department of State
Division of Corporations
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**MERGER OR SHARE EXCHANGE
HUMANACARES, INC.**

Certificate of Status	0
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C.COULLIETTE

DEC 31 2009

EXAMINER 12/31/2009

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED
09 DEC 31 PM 2:59
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
HumanaCares, Inc.	Florida	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Ultimate Optical, Inc.	Florida	

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on January 4, 2010

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on January 4, 2010

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED
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 DIVISION OF CORPORATIONS
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AGREEMENT AND PLAN OF MERGER

Pursuant to this Agreement and Plan of Merger (the "Plan of Merger"), dated as of the 4th day of January, 2010, Ultimate Optical, Inc., a Florida corporation, shall be merged with and into HumanaCares, Inc., a Florida corporation. HumanaCares, Inc. is the owner of all of the outstanding shares of Ultimate Optical, Inc. and HumanaCares, Inc. waived the mailing of a copy of this Plan of Merger.

SECTION I DEFINITIONS

1.1 Effective Time. "Effective Time" shall mean 10:00 a.m. EST on January 4, 2010.

1.2 Surviving Company. "Surviving Company" shall refer to HumanaCares, Inc., a Florida corporation. The principal office of the Surviving Company is located at 500 West Main Street, Louisville, Kentucky 40202.

1.3 Merging Company. "Merging Company" shall refer to Ultimate Optical, Inc., a Florida corporation.

1.4 Merger. "Merger" shall refer to the merger of the Merging Company with and into the Surviving Company as provided in Section 2.1 of this Plan of Merger.

SECTION 2 TERMS OF MERGER

2.1 Merger. This Plan of Merger is submitted in compliance with section 607.1104, Florida Statutes. In accordance with the applicable laws of the State of Florida and subject to the terms and conditions set forth in this Plan of Merger, the Merging Company shall, at the Effective Time, be merged with and into the Surviving Company. The separate existence of the Merging Company shall cease at the Effective Time pursuant to the provisions of the Florida Business Corporation Act, and the Surviving Company shall continue to exist after the Merger and shall be governed by the laws of the State of Florida under the name "HumanaCares, Inc.."

2.2 Effective Time. The Merger contemplated by this Plan of Merger shall become effective at the Effective Time.

2.3 Articles of Incorporation. The Articles of Incorporation of the Surviving Company as it exists at the Effective Time shall remain in full force and effect after the Effective Time and shall not be amended by virtue of the Merger.

2.4 Board of Directors. The members of the Board of Directors of HumanaCares, Inc. shall continue to serve as the directors of the Surviving Company

from and after the Effective Time. The business address of the directors of the Surviving Entity shall be located at 500 West Main Street, Louisville, Kentucky 40202.

2.6 Officers. The officers of HumanaCares, Inc. shall continue to serve as the officers of the Surviving Company, and shall hold office from and after the Effective Time until their respective successors are elected and qualify.

SECTION 3
MANNER OF CONVERTING SHARES

The authorized, issued and outstanding shares of the Merging Company shall not be converted in any manner, but each such share which is issued at the Effective Time shall be canceled and cease to exist at the Effective Time by virtue of the Merger. The authorized shall remain unchanged, and the issued and outstanding shares of the Surviving Company shall remain issued and outstanding after the Effective Time and shall be unaffected by the Merger.

[Remainder of Page Intentionally Left Blank. Signatures on following pages.]

IN WITNESS WHEREOF, the undersigned entities have caused this Agreement and Plan of Merger to be executed by their duly authorized representatives as of the date first above written.

HUMANACARES, INC.

ULTIMATE OPTICAL, INC.

By: Joan O. Lenahan
Name: Joan O. Lenahan
Title: Vice President and
Corporate Secretary

By: Joan O. Lenahan
Name: Joan O. Lenahan
Title: Vice President and
Corporate Secretary