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**MERGER OR SHARE EXCHANGE
EYE PHYSICIANS LAND ASSOCIATION, LLC**

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|-----------------------|---------|
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June 6, 2011

FLORIDA DEPARTMENT OF STATE

Division of Corporations

EYE PHYSICIANS LAND ASSOCIATION, L.L.C.
148 13TH STREET S.W.
LARGO, FL 33770

SUBJECT: EYE PHYSICIANS LAND ASSOCIATION, L.L.C.
REF: L99000006409

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

The merging party, EYE PHYSICIANS-CLARK LAND ASSOCIATION, LLC, Florida document number L01000005304, was voluntarily dissolved on December 23, 2010, and, therefore, cannot be a party to a merger.

If you have any questions concerning the filing of your document, please call (850) 245-6911.

Brenda Tadlock
Senior Section Administrator

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TALLAHASSEE, FLORIDA

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STATE OF FLORIDA
ARTICLES OF MERGER
OF
EYE PHYSICIANS – CLARK LAND ASSOCIATION, LLC,
a Florida limited liability company
into
EYE PHYSICIANS LAND ASSOCIATION, LLC,
a Florida limited liability company

The following Certificate of Merger is submitted to merge the following Florida limited liability companies in accordance with Section 608.4382, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each *merging* party are as follows:

| <u>Name and Street Address</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
|-------------------------------------------------------------------------------------------------------------|---------------------|---------------------------|
| EYE PHYSICIANS – CLARK LAND ASSOCIATION, LLC 148 13 th Street S.W. Largo, Florida 33770 | Florida | Limited Liability Company |

Florida Document/Registration Number: H11000142705
FEI Number: 59-3718446

41-63840

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the *surviving* party are as follows:

| <u>Name and Street Address</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
|-----------------------------------------------------------------------------------------------------|---------------------|---------------------------|
| EYE PHYSICIANS LAND ASSOCIATION, LLC 148 13 th Street S.W. Largo, Florida 33770 | Florida | Limited Liability Company |

Florida Document/Registration Number: L99000006409
FEI Number: 59-3599639

THIRD: The attached Plan of Merger was approved by each domestic limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608, Florida Statutes.

Prepared by:
Bruce.H. Bokor, Esquire
Johnson, Pope, Bokor, Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33756
(727) 461-1818
Bar No. 150340

FOURTH: The attached Plan of Merger was approved by the limited liability companies that are parties to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: The surviving entity has obtained the written consent of each member that as a result of the merger is now a member of the surviving entity pursuant to Section 608.4381(2), Florida Statutes.

SIXTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any articles of organization of any limited liability company that is a party to the merger.

SEVENTH: The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State

EIGHTH: The Articles of Merger comply and were executed in accordance with the laws of Florida.

NINTH: SIGNATURE(S) FOR EACH PARTY:

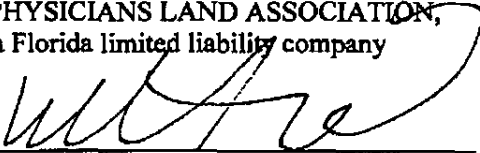
EYE PHYSICIANS - CLARK LAND
ASSOCIATION, LLC, a Florida limited
liability company

By:


Stephen M. Weinstock, Manager

EYE PHYSICIANS LAND ASSOCIATION,
LLC, a Florida limited liability company

By:


Stephen M. Weinstock, Manager

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Section 608.4381, Florida Statutes, is being submitted in accordance with Section 608.438, Florida Statutes.

FIRST: The exact name and jurisdiction of each *merging* party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> |
|----------------------------------------------|---------------------|
| EYE PHYSICIANS – CLARK LAND ASSOCIATION, LLC | Florida |

SECOND: The exact name and jurisdiction of the *surviving* party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> |
|--------------------------------------|---------------------|
| EYE PHYSICIANS LAND ASSOCIATION, LLC | Florida |

THIRD: The terms and conditions of the merger are as follows:

The merging party shall merge with and into the surviving party. The separate existence of the merging party shall cease. All properties, franchises and rights belonging to the merging party, by virtue of the merger and without further act or deed, shall be deemed to be vested in the surviving party, which shall thenceforth be responsible for all the liabilities and obligations of such limited liability company.

FOURTH: The manner and basis of converting the interests of each merged party into the membership interests of the survivor, in whole or in part, into cash or other property are as follows:

Each member owning an interest in the *merging* party shall exchange his, her or its ownership interest in such *merging* party for an equal percentage of membership interest in the *surviving* party. No cash or other property shall be exchanged in such merger, except as provided in the prior sentence.

FIFTH: The name and address of the manager are as follows:

Stephen M. Weinstock
148 13th Street S.W.
Largo, Florida 33770

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SIXTH: The Effective Date of this Plan of Merger shall be the date that all parties to the merger have approved this Plan of Merger.

IN WITNESS WHEREOF, the undersigned entities have executed this Plan of Merger as of the date indicated.

WITNESSES:

EYE PHYSICIANS -
CLARK LAND ASSOCIATION, LLC, a Florida
limited liability company

Kris Richards

By: [Signature]
Stephen M. Weinstock, Manager

Date: 12/29/10

EYE PHYSICIANS LAND ASSOCIATION, LLC,
a Florida limited liability company

Kris Richards

By: [Signature]
Stephen M. Weinstock, Manager

Date: 12/29/10

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