

P93000068034

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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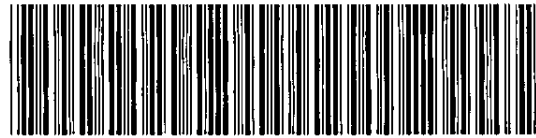
(Business Entity Name)

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DIVISION OF CORPORATIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

C. LEWIS
DEC 15 2013
EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 908796 4802694

AUTHORIZATION

COST LIMIT : \$ 35.00

ORDER DATE : December 4, 2013

ORDER TIME : 3:55 PM

ORDER NO. : 908796-015

CUSTOMER NO: 4802694

DOMESTIC AMENDMENT FILING

NAME: VISION 21 MANAGED EYE CARE OF
TAMPA BAY, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER'S INITIALS: _____

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AND
FILED

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VISION 21 MANAGED EYE CARE OF TAMPA BAY, INC.

P93000068034

Vision 21 Managed Eye Care of Tampa Bay, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Act"), does hereby certify that:

1. The Amended and Restated Articles of Incorporation set forth herein were duly recommended by the Board of the Directors of the Corporation on November 26, 2013 and approved by holders of a majority of issued and outstanding shares of Common Stock of the Corporation on November 26, 2013. Said vote was sufficient for approval.

2. The Articles of Incorporation of the Corporation originally filed on September 30, 1993, as amended, are hereby amended and restated in their entirety as follows:

FIRST: The name of the corporation (hereinafter called the "Corporation") is Vision 21 Managed Eye Care of Tampa Bay, Inc.

SECOND: The address, including street, number, city, and county, of the registered office of the Corporation in the State of Florida is 1201 Hays Street, Tallahassee, Florida 32301, County of Leon; and the name of the registered agent of the Corporation in the State of Florida at such address is Corporation Service Company.

THIRD: The nature of the business or purposes to be conducted by and promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Act.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is ten thousand (10,000) shares of Common Stock with a par value of one cent (\$.01) per share.

FIFTH: To the extent set forth in the By-laws and permitted by the Act, as the same exists or may hereafter be amended, a Director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director.

SIXTH: The Corporation is to have perpetual existence.

SEVENTH: Elections of directors need not be by written ballot unless the By-laws of the Corporation so provide.

EIGHTH: In furtherance and not in limitation of the powers conferred by the laws of Florida, the Board of Directors of the Corporation is authorized and empowered to adopt, alter, amend and repeal the By-laws of the Corporation in any manner not inconsistent with the laws of Florida.

NINTH: The Corporation shall indemnify its officers, directors, employees and agents to the extent set forth in the By-laws of the Corporation. Such indemnification may not be exclusive of other indemnification rights arising under any by-law, agreement, vote of directors or stockholders or otherwise and may inure to the benefit of the heirs and legal representatives of such person.

TENTH: Meetings of the stockholders may be held within or without the State of Florida, as the By-laws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the By-laws of the Corporation.

ELEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute.

* * * * *

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


I, Kirk Rothrock, the Chief Executive Officer of the Corporation, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the Act, do make this certificate, hereby declaring and certifying that this is my act and deed on behalf of the Corporation, and the facts herein stated are true, and accordingly hereunto set my hand this 27th day of November, 2013.



Name: Kirk Rothrock
Title: Chief Executive Officer

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Corporation Service Company

By:  Date 12-5-2013

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TALLAHASSEE, FLORIDA