

FROM

4/25/95

((H9500004636)))

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

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FROM: MAHONEY ADAMS & CRISER, P.A.

50 N LAURA ST
3400 BARNETT CENTER
JACKSONVILLE FL 32202-

CONTACT: CORINNE P MCCLURE

PHONE: (904) 354-1100

FAX: (904) 798-2661

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: LENS ENTERPRISES, INC.

FAX AUDIT NUMBER: H95000004636

DATE REQUESTED: 04/25/1995

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TALLAHASSEE, FLORIDA

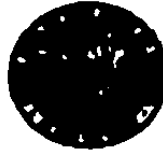
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FLORIDA DEPARTMENT OF STATE
Sandra B. Morton
Secretary of State

April 25, 1995

MAHONEY ROAMS & CRISER, P.A.

JACKSONVILLE, FL

SUBJECT: LENS ENTERPRISES, INC.

REF: H95000000035

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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Loria Poole
Corporate Specialist

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95 APR 26 PM 12:28
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TALLAHASSEE, FLORIDA

**Articles of Incorporation
of
Lens Enterprises of Jacksonville, Inc.**

ARTICLE I

Name and Duration

The name of the Corporation is Lens Enterprises of Jacksonville, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation in the State of Florida is Medical Diagnostic Center of Jacksonville, 3550 University Boulevard South, in the City of Jacksonville 32216.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is c/o Mahoney Adams & Criser, P.A., 50 North Laura Street, 3400 Barnett Center, in the City of Jacksonville, County of Duval. The name of the registered agent at such address is RAX CO.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

Prepared by Jaime A. Frias, Esq.
Mahoney Adams & Criser, P.A.
P. O. Box 4099
Jacksonville, FL 32201
(904) 354-1100
Attorney No. 0879473

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2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is One Thousand (1,000) shares of Common Stock ("Common Stock") \$0.01 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
RAX CO.	c/o Mahoney Adams & Criser, P.A. 3400 Barnett Center Jacksonville, FL 32202

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the person who shall serve as the sole director of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
Nicolau Sacquini	Medical Diagnostic Center of Jacksonville 3550 University Boulevard South Jacksonville, FL 32216

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ARTICLE VIII

Amendment

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, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

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DATED at Jacksonville, Duval County, Florida, this 25th
day of April, 1995.

RAX CO.

By: 

Vice President

K95000004636

FROM

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REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

of Jacksonville
That Lens Enterprises, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named RAX CO., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further state that I am familiar with §607.0501, Florida Statutes.

RAX CO.

By: 

Vice President

DATED: April 25, 1995

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95 APR 26 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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**ARTICLES OF MERGER
Merger Sheet**

MERGING: -----

**NS ENTERPRISES, INC. OF JACKSONVILLE, a Florida corporation,
P92000009490**

INTO

**LENS ENTERPRISES OF JACKSONVILLE, INC., a Florida corporation,
P95000032626.**

File date: December 30, 1996

Corporate Specialist: Linda Stitt

P95000032626

DEC 30 '96 5:15 PM FROM: MARIANEY ADAMS & CRISER, P.A. TO: 154920.1 1/86

12/30/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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2:06 PM

((H96000018148 2))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: MARIANEY ADAMS & CRISER, P.A.
CONTACT: CORINNE P MCCLURE
PHONE: (904)354-1100

ACCT#: 076226003514

FAX #: (904)798-2661

NAME: LENS ENTERPRISES OF JACKSONVILLE, INC.
AUDIT NUMBER.....H96000018148
DOC TYPE.....MERGER OR SHARE EXCHANGE
CERT. OF STATUS..0
CERT. COPIES.....0

PAGES..... 5
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*Caroline
Henderson*

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TALLAHASSEE, FLORIDA

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**Articles of Merger of
NS ENTERPRISES, INC. OF JACKSONVILLE, a Florida corporation,
into
LENS ENTERPRISES OF JACKSONVILLE, INC., a Florida corporation
("Surviving Corporation")**

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger for the purpose of merging them into one of such corporations:

First: The following plan of merger (the "Plan of Merger") was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act:

See Exhibit "A" attached hereto

Second: The Surviving Corporation is Lens Enterprises of Jacksonville, Inc.

Third: As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares entitled to vote on such plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Entitled To Vote</u>
NS Enterprises, Inc. of Jacksonville	10,000	100
Lens Enterprises of Jacksonville, Inc.	1,000	10

Fourth: The Shareholders of each of the undersigned corporations unanimously adopted the Plan of Merger on December 30, 1996.

Fifth: The Effective Date of the merger described herein shall be the date on which these Articles of Merger are filed with the Florida Department of State.

Prepared by Kimberly N. Rhodes, Esq.
Mahoney Adams & Criser, P.A.
P. O. Box 4099
Jacksonville, FL 32201
(904) 354-1100
Attorney No. 0986755

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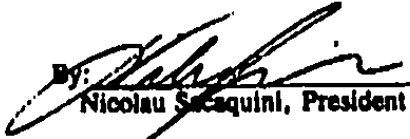
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 30 '96 15:14 FR MAHONEY ADAMS CRISER 904 798 2698 TO 15814928*1091984 P.03/06


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Dated: December 30, 1996.

NS ENTERPRISES, INC. OF JACKSONVILLE

By: 
Nicolau Sacaquini, President

LENS ENTERPRISES OF JACKSONVILLE, INC.

By: 
Nicolau Sacaquini, President

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") is entered into this 30 day of December, 1996, by and between NS Enterprises, Inc. of Jacksonville, a Florida corporation ("NS"), and Lens Enterprises of Jacksonville, Inc., a Florida corporation ("Lens").

WITNESSETH:

WHEREAS, NS is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida; and

WHEREAS, NS is authorized to issue Ten Thousand (10,000) shares of voting Common Stock, \$1.00 par value ("NS Common Stock"), of which One Hundred (100) shares of NS Common Stock are issued and outstanding; and

WHEREAS, Lens is a corporation duly organized and validly existing under the laws of the State of Florida; and

WHEREAS, Lens is authorized to issue One Thousand (1,000) shares of voting common Stock, par value \$0.01 (the "Lens Common Stock"), of which Ten (10) shares of Lens Common Stock are issued and outstanding; and

WHEREAS, the respective Boards of Directors and Shareholders of NS and Lens deem it advisable, for the benefit of their respective corporations and shareholders, that NS be merged into Lens, with Lens as the surviving corporation (in its capacity as surviving corporation, Lens is hereinafter sometimes referred to as the "Surviving Corporation"), pursuant to the provisions of the Florida Business Corporation Act (the "Florida Act") and have approved this Agreement pursuant to written consents in lieu of a meeting dated December 30, 1996; and

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants contained herein and for the purpose of prescribing the terms and conditions of the merger and such other details and provisions as are deemed necessary or desirable, the parties hereto agree as follows:

1. **Merger.** The names of the corporations which propose to merge are NS Enterprises, Inc. of Jacksonville ("NS") and Lens Enterprises of Jacksonville, Inc. ("Lens"). In accordance with the provisions of the Florida Act, at the Effective Date (as hereinafter defined), NS shall be merged into Lens and Lens shall be the Surviving Corporation and as such shall continue to be governed by the laws of the State of Florida.

2. **Continuation of Corporate Existence.** Except as may otherwise be set forth herein, the corporate existence and identity of Lens, with all its purposes, powers, franchises, privileges, rights and immunities, shall continue unaffected and unimpaired by the merger and the corporate existence and identity of NS with all its purposes, powers, franchises, privileges, rights and immunities, at the Effective Date shall be merged with and into that of Lens and the

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Surviving Corporation shall be vested fully therewith and the separate corporate existence and identity of NS shall thereafter cease except to the extent continued by statute.

3. Effective Date. The merger shall become effective (the "Effective Date") immediately upon the filing of this Agreement and Plan of Merger and the Articles of Merger with the Secretary of State of the State of Florida pursuant to the Florida Act.

4. Corporate Government.

a. The Articles of Incorporation of Lens, as in effect on the Effective Date, shall continue in full force and effect and shall be the Articles of Incorporation of the Surviving Corporation.

b. The Bylaws of Lens, as in effect as of the Effective Date, shall continue in full force and effect and shall be the Bylaws of the Surviving Corporation.

c. The members of the Board of Directors and the officers of the Surviving Corporation shall be the persons holding such positions for Lens as of the Effective Date.

5. Conversion of Shares. The manner and basis of converting the NS Common Stock into the Lens Common Stock shall be as follows:

a. The shares of NS Common Stock which shall be outstanding immediately prior to the Effective Date shall at the Effective Date, by virtue of the merger and without any action on the part of the holder thereof, be deemed terminated and of no further force or effect, in recognition that Lens and NS have the same sole shareholder.

b. The stock transfer books of NS shall be closed as of the close of business on the Effective Date and no transfer of record of any of the NS Common Stock shall take place thereafter.

6. Rights and Liabilities of the Surviving Corporation. The Surviving Corporation shall have the following rights and obligations:

a. The Surviving Corporation shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under the laws of the State of Florida.

b. The Surviving Corporation shall possess all of the rights, privileges, immunities and franchises, of either a public or private nature, of NS and all property, real, personal and mixed and all debts due on whatever account, including subscription to shares and all other choses in action and every other interest of or belonging or due

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to NS shall be taken and deemed to be transferred or invested in the Surviving Corporation without further act or deed.

c. At the Effective Date, the Surviving Corporation shall thenceforth be responsible and liable for all liabilities and obligations of NS and any claim existing or action or proceeding pending by or against NS or Lens may be prosecuted as if the merger had not occurred or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of NS or Lens shall be impaired by the merger.


7. Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be Lens Enterprises of Jacksonville, Inc.

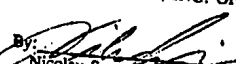
IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger as of the day and year first above written.

Attest:

"NS"

NS ENTERPRISES, INC. OF JACKSONVILLE

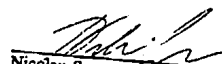

Nicolau Sacchini, Secretary

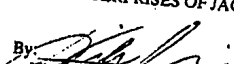
By: 
Nicolau Sacchini, President

Attest:

"LENS"

LENS ENTERPRISES OF JACKSONVILLE, INC.


Nicolau Sacchini, Secretary

By: 
Nicolau Sacchini, President