

SENT FOR

REPLY

7 10 95

11:00

11:00

OFFICE

2/ 6

P95000036955

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: FOLEY & LARDNER
DEPARTMENT OF STATE 200 LAURA ST
STATE OF FLORIDA JACOBSONVILLE FL 32202-
409 EAST GAINES STREET CONTACT: KAREN PETERSON
TALLAHASSEE, FL 32399 PHONE: (904) 359-2000
FAX: (904) 922-4000 FAX: (904) 359-8700
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: VISION HEALTH CARE
FAX AUDIT NUMBER: N95000005222 CURRENT STATUS: REQUESTED
DATE REQUESTED: 05/10/1995 TIME REQUESTED: 09:39:26
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$70.00 ACCOUNT NUMBER: 072720000061
Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.
(((H95000005222)))
** ENTER 'M' FOR MENU. **

EFFECTIVE DATE
5-9-95

FILED
95 MAY 10 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/10

SENT BY: FOLEY & LARDNER

: 5-10-95 : 11:03 : JACKSONVILLE OFFICE • DIV OF CORPORATIONS: # 1 / 6

FOLEY & LARDNER

POST OFFICE BOX 340
JACKSONVILLE, FLORIDA 32201-0240

THE GREENLEAF BUILDING
200 LAURA STREET 32202-3530
TELEPHONE (904) 866-2000

ORLANDO, FLORIDA
TALLAHASSEE, FLORIDA
TAMPA, FLORIDA
WEST PALM BEACH, FLORIDA

MILWAUKEE, WISCONSIN
MADISON, WISCONSIN
CHICAGO, ILLINOIS
WASHINGTON, D.C.
ALEXANDRIA, VIRGINIA
ANNAPOLIS, MARYLAND

FACSIMILE TRANSMISSION

TO: Florida Division of Corporations

FAX NO.: (904)922-4000

FROM: Karen Peterson

FAX NO.: (904) 359-8700

DATE: May 10, 1995

TIME: 11:04am

NO. OF PAGES (including this page): 6

MESSAGE:

OPERATOR:

FILE NO.: office

IF YOU DO NOT RECEIVE ENTIRE FAX TRANSMISSION,
PLEASE CALL US AS SOON AS POSSIBLE AT (904) 359-2000

THE INFORMATION CONTAINED IN THIS FACSIMILE MESSAGE IS INTENDED ONLY FOR THE PERSONAL AND CONFIDENTIAL USE OF THE DESIGNATED RECIPIENTS NAMED ABOVE. This message may be an attorney-client communication, and as such is privileged and confidential. If the reader of this message is not the intended recipient or an agent responsible for delivering it to the intended recipient, you are hereby notified that you have received this document in error, and that any review, dissemination, distribution or copying of this message is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone and return the original message to us by mail. Thank you.

ARTICLES OF INCORPORATION

OF

VISION HEALTH CARE, INC.

EFFECTIVE DATE

5-10-95

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I

NAME AND ADDRESS

Section 1.1 Name. The name of the corporation is Vision Health Care, Inc.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 200 Laura Street, Jacksonville, Florida 32202.

ARTICLE II

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSES

Section 3.1 Purposes. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV**CAPITAL**

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Million (1,000,000) shares of voting common stock having a par value of \$.01 per share.

ARTICLE V**INITIAL REGISTERED OFFICE AND AGENT**

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 200 Laura Street, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is F&L Corp.

ARTICLE VI**BYLAWS**

Section 6.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, 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 VII**INCORPORATOR**

Section 7.1 Name and Address. The name and street address of the incorporator of this corporation are:

NAME

Mitchell W. Legler

ADDRESS200 Laura Street
Jacksonville, Florida 32202

ARTICLE VIII

INDEMNIFICATION

Section 8.1 Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE IX

AMENDMENT

Section 9.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 9th day of May, 1995.



MITCHELL W. LEGLER, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.

F&L CORP.

By: 

Mitchell W. Legler, Authorized Signatory

Date: May 9, 1995

FILED
95 MAY 10 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000036955

4/11/96

FLORIDA DIVISION OF CORPORATIONS

1:20 PM

PUBLIC ACCESS SYSTEM

(((H96000005154))) ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS FROM: FOLEY & LARDNER

DEPARTMENT OF STATE 200 LAURA ST

STATE OF FLORIDA

409 EAST GAINES STREET

JACKSONVILLE FL 32202-

TALLAHASSEE, FL 32399

CONTACT: KAREN PETERSON

FAX: (904) 922-4000

PHONE: (904) 359-2000

FAX: (904) 359-8700

(((H96000005154))) DOCUMENT TYPE: BASIC AMENDMENT

NAME: VISION HEALTH CARE, INC.

FAX AUDIT NUMBER: H96000005154

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/11/1996

TIME REQUESTED: 13:20:47

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 7

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$87.50

ACCOUNT NUMBER: 072720000061

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H96000005154)))

*Completed
Foley & Lardner*

04/11/1996

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VISION HEALTH CARE, INC.**

This Corporation was incorporated on May 9, 1995 under the name Vision Health Care, Inc. Pursuant to Sections 607.1003, 607.1004 and 607.1007, Florida Business Corporation Act, Amended and Restated Articles of Incorporation were approved by the directors and shareholders of this Corporation on March 2, 1996. The only voting group entitled to vote on the adoption of the Amended and Restated Articles of Incorporation consists of the holders of the Corporation's common stock. The number of votes cast by such voting group was sufficient for approval by that voting group. The Amended and Restated Articles of Incorporation adopted by the directors and shareholders contain the following amendments and omit items of historical interest only:

Article 4 is amended in its entirety to read as set forth herein.

New Article 5 is added.

New Article 6 is added.

Old Article 5 is renumbered as Article 7.

New Article 8 is added.

Old Article 6 is renumbered as Article 9.

Old Article 8 is renumbered as Article 10.

Old Article 9 is renumbered as Article 11 and a new Section 11.2 is added.

ARTICLE 1

NAME AND ADDRESS

Section 1.1 **Name.** The name of the corporation is Vision Health Care, Inc.

Section 1.2 **Address of Principal Office.** The address of the principal office of the corporation is 200 Laura Street, Jacksonville, Florida 32202.

Prepared by: Linda Y. Kelso, Fla. Bar No. 298662
Foley & Lardner
200 Laura Street, Jacksonville, FL 32202
904/359-2000

Fax Audit No. H96000005154

ARTICLE 2

DURATION

Section 2.1 **Duration.** This corporation shall exist perpetually.

ARTICLE 3

PURPOSES

Section 3.1 **Purposes.** This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE 4

CAPITAL

Section 4.1 **Authorized Capital.** The maximum number of shares of stock which the Corporation is authorized to have outstanding at any one time is eleven million (11,000,000) shares (the "Capital Stock") divided into classes as follows:

(a) One million (1,000,000) shares of preferred stock having a par value of \$0.01 per share (the "Preferred Stock"), and which may be issued in one or more classes or series as further described in Section 4.2; and

(b) Ten million (10,000,000) shares of common stock having a par value of \$0.01 per share (the "Common Stock").

All such shares shall be issued fully paid and nonassessable.

Section 4.2 **Preferred Stock.** The Board of Directors is authorized to provide for the issuance of the Preferred Stock in one or more classes and in one or more series within a class and, by filing the appropriate Articles of Amendment with the Secretary of State of Florida which shall be effective without shareholder action, is authorized to establish the number of shares to be included in each class and each series and the preferences, limitations and relative rights of each class and each series. Such preferences must include the preferential right to receive distributions of dividends or the preferential right to receive distributions of assets upon the dissolution of the Corporation before shares of Common Stock are entitled to receive such distributions. Shares of a class of Preferred Stock may have preference over shares of other classes of Preferred Stock to the extent determined by the Board of Directors at the time of establishing such class.

Section 4.3 **Common Stock.** Holders of Common Stock are entitled to one vote per share on all matters required by Florida law to be approved by the shareholders. Subject to the rights of any outstanding classes or series of Preferred Stock having preferential dividend rights,

holders of Common Stock are entitled to such dividends as may be declared by the Board of Directors out of funds lawfully available therefor. Upon the dissolution of the Corporation, holders of Common Stock are entitled to receive, pro rata in accordance with the number of shares owned by each, the net assets of the Corporation remaining after the holders of any outstanding classes or series of Preferred Stock having preferential rights to such assets have received the distributions to which they are entitled.

ARTICLE 5

ACTION BY SHAREHOLDERS

Section 5.1 **Call For Special Meeting.** Special meetings of the shareholders of the Corporation may be called at any time, but only by (a) the Chairman of the Board of the Corporation, (b) a majority of the directors in office, although less than a quorum, and (c) the holders of not less than thirty-five percent (35%) of the total number of votes of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class (unless separate voting by classes is required by law, in which case, the written consent by the holders of ninety percent (90%) of the outstanding shares of each class or series entitled to vote as a class shall be required).

Section 5.2 **Shareholder Action By Unanimous Written Consent.** Any action required or permitted to be taken by the shareholders of the Corporation must be effected at a duly called annual or special meeting of the shareholders, and may not be effected by any consent in writing by such shareholders, unless such written consent is by the holders of ninety percent (90%) of the outstanding shares of capital stock of the corporation entitled to vote generally in the election of directors, voting together as a single class (unless separate voting by classes is required by law, in which case, the written consent by the holders of ninety percent (90%) of the outstanding shares of each class or series entitled to vote as a class shall be required).

ARTICLE 6

TRANSFER RESTRICTIONS

Section 6.1 **Definitions.** The following definitions shall apply for purposes of this Article 6:

(a) **"1934 Act"** means the Securities Exchange Act of 1934, as it may be amended from time to time.

(b) **"Held of Record"** shall have the same definition as set forth in Rule 12g5-1 under the 1934 Act, or any successor provision. "Hold of Record" and "Holder of Record" shall have correlative meanings.

(c) **"Public Company Threshold"** means 500 Holders of Record, or such other number as may subsequently be set forth in Section 12(g) of the 1934 Act as the minimum

number of Holders of Record for a class of equity securities to be required to be registered under Section 12 of the 1934 Act.

(d) "Redemption Price" means the lower of (i) the price paid by the transferee from whom shares of Common Stock are being redeemed, or (ii) the price determined in good faith by the Board of Directors of the Corporation as the fair market value of such Common Stock on the relevant date.

Section 6.2 Litigation on Ownership and Transfer.

(a) No person shall become the Holder of Record of shares of Common Stock if immediately thereafter the number of Holders of Record of the Common Stock would equal or exceed the Public Company Threshold.

(b) If immediately after any direct or indirect transfer of Common Stock (including but not limited to the transfer into the name of a pledgee as record owner, or a transfer for the purposes of circumventing the registration requirements of Section 12 of the 1934 Act) the number of Holders of Record of the Common Stock would equal or exceed the Public Company Threshold, such transfer shall be void ab initio.

Section 6.3 Remedies for Breach.

(a) If the Board of Directors or a committee thereof shall at any time determine in good faith that a transfer has taken place that falls within the scope of Section 6.2 or that a person intends to become the Holder of Record of any shares of Common Stock that would result in a violation of Section 6.2 (whether or not such violation is intended), the Board of Directors or a committee thereof shall take such action as it or they deem advisable to refuse to give effect to or to prevent such transfer, including, but not limited to, refusing to give effect to such transfer on the books of the Corporation or instituting proceedings to enjoin such transfer.

(b) Without limiting Section 6.2, any purported transferee of shares acquired in violation of Section 6.2 and any person retaining shares of Common Stock in violation of Section 6.2 shall be deemed to have acted as agent on behalf of the Corporation in holding those shares acquired or retained in violation of Section 6.2 and shall be deemed to hold such shares in trust on behalf of and for the benefit of the Corporation. Such shares shall be deemed a separate class of stock until such time as the shares are sold or redeemed as provided in Section 6.3(c). The holder shall have no right to receive dividends or other distributions with respect to such shares, and shall have no right to vote such shares. Such holder shall have no claim, cause of action or any other recourse whatsoever against any transferor of shares acquired in violation of Section 6.2. The holder's sole right with respect to such shares shall be to receive, at the Corporation's sole and absolute discretion, either (i) consideration for such shares upon the resale of the shares to one or more existing Holders of Record as directed by the Corporation pursuant to Section 6.3(c) or (ii) the Redemption Price pursuant to Section 6.3(c). Any

distribution by the Corporation in respect of such shares acquired or retained in violation of Section 6.2 shall be repaid to the Corporation upon demand.

(c) The Board of Directors shall, within six months after receiving notice of a transfer that violates Section 6.2 or a retention of shares in violation of Section 6.2, either (in its sole and absolute discretion, subject to the requirements of Florida law applicable to redemptions) (i) direct the holder of such shares to sell all shares held in trust for the Corporation pursuant to Section 6.3(b) for cash to one or more existing Holders of Record in such manner as the Board of Directors directs, or (ii) redeem such shares for the Redemption Price in cash on such date within such six month period as the Board of Directors may determine. If the Board of Directors directs the holder to sell the shares, the holder shall receive such proceeds as the trustee for the Corporation and pay the Corporation out of the proceeds of such sale (i) all expenses incurred by the Corporation in connection with such sale, plus (ii) any remaining amount of such proceeds that exceeds the amount paid by the holder for the shares, and the holder shall be entitled to retain only the amount of such proceeds in excess of the amount required to be paid to the Corporation.

Section 6.4 **Notice of Restricted Transfer.** Any person who acquires, attempts or intends to acquire, or retains shares in violation of Section 6.2 shall immediately give written notice to the Corporation of such event and shall provide to the Corporation such other information as the Corporation may request in order to determine the effect, if any, of such transfer, attempted or intended transfer, or retention, on the Corporation.

Section 6.5 **Remedies Not Limited.** Nothing contained in this Article shall limit the authority of the Board of Directors to take such other action as it deems necessary or advisable to prevent the Corporation from having to register the Common Stock under the 1934 Act.

Section 6.6 **Ambiguity.** In the case of an ambiguity in the application of any of the provisions of this Article 6, including without limitation any definition contained in Section 6.1, the Board of Directors in its sole discretion shall have the power to determine the application of the provisions of this Article 6 with respect to any situation based on the facts known to it.

Section 6.7 **Legend.** All certificates representing shares of Common Stock of the Corporation shall bear a legend referencing the restrictions on ownership and transfer as set forth in these Articles.

Section 6.8 **Termination of Private Status.** The Board of Directors may waive or revoke the restrictions set forth in this Article 6 if it determines, in its discretion, that registering the Common Stock under the 1934 Act would be in the interest of the Corporation.

Section 6.9 **Severability.** If any provision of this Article or any application of any such provision is determined to be invalid by any federal or state court having jurisdiction over the issues, the validity of the remaining provisions shall not be affected and the application of such provisions shall be affected only to the extent necessary to comply with the determination of such court.

ARTICLE 7

INITIAL REGISTERED OFFICE AND AGENT

Section 7.1 **Name and Address.** The street address of the initial registered office of this corporation is 200 Laura Street, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is F&L Corp.

ARTICLE 8

DIRECTORS

Section 8.1 **Number.** This Corporation shall have thirteen (13) directors. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one (1).

Section 8.2 **Classification.** The Directors shall be classified into three classes, as nearly equal in number as possible: One class to be originally elected for a term expiring at the annual meeting of shareholders to be held in 1999; another class to be originally elected for a term expiring at the annual meeting of shareholders to be held in 1998; and a third class to be originally elected for a term expiring at the annual meeting of shareholders to be held in 1997, with each class to hold office until its successors are elected and qualified. At each annual meeting of the shareholders of the Corporation, the date of which shall be fixed by or pursuant to the Bylaws of the Corporation, the successors of the class of directors whose terms expire at that meeting shall be elected to hold office for a term expiring at the annual meeting of shareholders held in the third year following the year of their election.

ARTICLE 9

BYLAWS

Section 9.1 **Bylaws.** The initial bylaws of this corporation shall be adopted by the Board of Directors. Bylaws may be amended or repealed from time to time by either the Board of Directors or the shareholders, but the Board of Directors shall not alter, 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 10

INDEMNIFICATION

Section 10.1 **Indemnification.** The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

SENT BY: (004)359-2000

4-29-97 2:48PM

FAL JACKSONVILLE- Department of State# 1/ 7

P95 000036955

4/29/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

2:19 PM

((1197000007007 2)))

TO: DIVISION OF CORPORATIONS
FROM: POLNY & LARDNER
CONTACT: KAREN PETERSON
PHONE: (904)359-2000

FAX #: (904)922-4000

ACCT#: 072720000061

FAX #: (904)359-8700

NAME: VISION HEALTH CARE, INC.
AUDIT NUMBER.....H97000007007
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
CERT. COPIES.....1

PAGES..... 6
DEL.METHOD.. FAX
EST.CHARGE.. \$87.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

FILED

97 APR 29 PM 3:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 4/29
Amend + Post.
NC

RECEIVED
97 APR 29 PM 3:11
DIVISION OF CORPORATIONS

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VISION HEALTH CARE, INC.
(changing name to Vision Care, Inc.)**

FILED
97 APR 29 PM 3:45
SECRET
FBI - JACKSONVILLE

This Corporation was incorporated on May 9, 1995 under the name Vision Health Care, Inc. Pursuant to Sections 607.1003, 607.1004 and 607.1007, Florida Business Corporation Act, Amended and Restated Articles of Incorporation were approved by the directors of this Corporation on December 11, 1996, and by the shareholders of this Corporation on April 17, 1997. The only voting group entitled to vote on the adoption of the Amended and Restated Articles of Incorporation consists of the holders of the Corporation's common stock. The number of votes cast by such voting group was sufficient for approval by that voting group. The Amended and Restated Articles of Incorporation adopted by the directors and shareholders contain the following amendments and omit items of historical interest only:

Article 1 is amended in its entirety to read as set forth herein.

Article 4 is amended in its entirety to read as set forth herein.

ARTICLE 1

NAME AND ADDRESS

Section 1.1 Name. The name of the corporation is Vision Care, Inc.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 1511 N. Westshore Boulevard, Suite 1000, Tampa, Florida 33630.

ARTICLE 2

DURATION

Section 2.1 Duration. This corporation shall exist perpetually.

Prepared by: Linda Y. Kelso, Fla. Bar No. 298662
Foley & Lardner
200 Laura Street, Jacksonville, FL 32202
904/359-2000

Fax Audit No. H97000007007

Fax Audit No. H97000007007

ARTICLE 3**PURPOSES**

Section 3.1 Purposes. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE 4**CAPITAL**

Section 4.1 Authorized Capital. The maximum number of shares of stock which the Corporation is authorized to have outstanding at any one time is ten million (10,000,000) shares of common stock having a par value of \$0.01 per share. All such shares shall be issued fully paid and nonassessable.

ARTICLE 5**ACTION BY SHAREHOLDERS**

Section 5.1 Call For Special Meeting. Special meetings of the shareholders of the Corporation may be called at any time, but only by (a) the Chairman of the Board of the Corporation, (b) a majority of the directors in office, although less than a quorum, and (c) the holders of not less than thirty-five percent (35%) of the total number of votes of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class (unless separate voting by classes is required by law, in which case, the written consent by the holders of ninety percent (90%) of the outstanding shares of each class or series entitled to vote as a class shall be required).

Section 5.2 Shareholder Action By Unanimous Written Consent. Any action required or permitted to be taken by the shareholders of the Corporation must be effected at a duly called annual or special meeting of the shareholders, and may not be effected by any consent in writing by such shareholders, unless such written consent is by the holders of ninety percent (90%) of the outstanding shares of capital stock of the corporation entitled to vote generally in the election of directors, voting together as a single class (unless separate voting by classes is required by law, in which case, the written consent by the holders of ninety percent (90%) of the outstanding shares of each class or series entitled to vote as a class shall be required).

ARTICLE 6**TRANSFER RESTRICTIONS**

Section 6.1 Definitions. The following definitions shall apply for purposes of this Article 6:

Fax Audit No. H97000007007

(a) **"1934 Act"** means the Securities Exchange Act of 1934, as it may be amended from time to time.

(b) **"Held of Record"** shall have the same definition as set forth in Rule 12g5-1 under the 1934 Act, or any successor provision. "Held of Record" and "Holder of Record" shall have correlative meanings.

(c) **"Public Company Threshold"** means 500 Holders of Record, or such other number as may subsequently be set forth in Section 12(g) of the 1934 Act as the minimum number of Holders of Record for a class of equity securities to be required to be registered under Section 12 of the 1934 Act.

(d) **"Redemption Price"** means the lower of (i) the price paid by the transferee from whom shares of Common Stock are being redeemed, or (ii) the price determined in good faith by the Board of Directors of the Corporation as the fair market value of such Common Stock on the relevant date.

Section 6.2 Limitation on Ownership and Transfer.

(a) No person shall become the Holder of Record of shares of Common Stock if immediately thereafter the number of Holders of Record of the Common Stock would equal or exceed the Public Company Threshold.

(b) If immediately after any direct or indirect transfer of Common Stock (including but not limited to the transfer into the name of a pledgee as record owner, or a transfer for the purposes of circumventing the registration requirements of Section 12 of the 1934 Act) the number of Holders of Record of the Common Stock would equal or exceed the Public Company Threshold, such transfer shall be void ab initio.

Section 6.3 Remedies for Breach.

(a) If the Board of Directors or a committee thereof shall at any time determine in good faith that a transfer has taken place that falls within the scope of Section 6.2 or that a person intends to become the Holder of Record of any shares of Common Stock that would result in a violation of Section 6.2 (whether or not such violation is intended), the Board of Directors or a committee thereof shall take such action as it or they deem advisable to refuse to give effect to or to prevent such transfer, including, but not limited to, refusing to give effect to such transfer on the books of the Corporation or instituting proceedings to enjoin such transfer.

(b) Without limiting Section 6.2, any purported transferee of shares acquired in violation of Section 6.2 and any person retaining shares of Common Stock in violation of Section 6.2 shall be deemed to have acted as agent on behalf of the Corporation in holding those shares acquired or retained in violation of Section 6.2 and shall be deemed to hold such shares in trust on behalf of and for the benefit of the Corporation. Such shares shall be deemed a separate class of stock until such time as the shares are sold or redeemed as provided in Section 6.3(c).

Fax Audit No. H97000007007

The holder shall have no right to receive dividends or other distributions with respect to such shares, and shall have no right to vote such shares. Such holder shall have no claim, cause of action or any other recourse whatsoever against any transferor of shares acquired in violation of Section 6.2. The holder's sole right with respect to such shares shall be to receive, at the Corporation's sole and absolute discretion, either (i) consideration for such shares upon the resale of the shares to one or more existing Holders of Record as directed by the Corporation pursuant to Section 6.3(c) or (ii) the Redemption Price pursuant to Section 6.3(c). Any distribution by the Corporation in respect of such shares acquired or retained in violation of Section 6.2 shall be repaid to the Corporation upon demand.

(c) The Board of Directors shall, within six months after receiving notice of a transfer that violates Section 6.2 or a retention of shares in violation of Section 6.2, either (in its sole and absolute discretion, subject to the requirements of Florida law applicable to redemptions) (i) direct the holder of such shares to sell all shares held in trust for the Corporation pursuant to Section 6.3(b) for cash to one or more existing Holders of Record in such manner as the Board of Directors directs, or (ii) redeem such shares for the Redemption Price in cash on such date within such six month period as the Board of Directors may determine. If the Board of Directors directs the holder to sell the shares, the holder shall receive such proceeds as the trustee for the Corporation and pay the Corporation out of the proceeds of such sale (i) all expenses incurred by the Corporation in connection with such sale, plus (ii) any remaining amount of such proceeds that exceeds the amount paid by the holder for the shares, and the holder shall be entitled to retain only the amount of such proceeds in excess of the amount required to be paid to the Corporation.

Section 6.4 Notice of Restricted Transfer. Any person who acquires, attempts or intends to acquire, or retains shares in violation of Section 6.2 shall immediately give written notice to the Corporation of such event and shall provide to the Corporation such other information as the Corporation may request in order to determine the effect, if any, of such transfer, attempted or intended transfer, or retention, on the Corporation.

Section 6.5 Remedies Not Limited. Nothing contained in this Article shall limit the authority of the Board of Directors to take such other action as it deems necessary or advisable to prevent the Corporation from having to register the Common Stock under the 1934 Act.

Section 6.6 Ambiguity. In the case of an ambiguity in the application of any of the provisions of this Article 6, including without limitation any definition contained in Section 6.1, the Board of Directors in its sole discretion shall have the power to determine the application of the provisions of this Article 6 with respect to any situation based on the facts known to it.

Section 6.7 Legend. All certificates representing shares of Common Stock of the Corporation shall bear a legend referencing the restrictions on ownership and transfer as set forth in these Articles.

Section 6.8 Termination of Private Status. The Board of Directors may waive or revoke the restrictions set forth in this Article 6 if it determines, in its discretion, that registering the Common Stock under the 1934 Act would be in the interest of the Corporation.

Fax Audit No. H9700007007

Section 6.9 Severability. If any provision of this Article or any application of any such provision is determined to be invalid by any federal or state court having jurisdiction over the issues, the validity of the remaining provisions shall not be affected and the application of such provisions shall be affected only to the extent necessary to comply with the determination of such court.

ARTICLE 7

REGISTERED OFFICE AND AGENT

Section 7.1 Name and Address. The street address of the registered office of this corporation is 200 Laura Street, Jacksonville, Florida 32202, and the name of the registered agent of this corporation at that address is F&L Corp.

ARTICLE 8

DIRECTORS

Section 8.1 Number. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one (1).

Section 8.2 Classification. The Directors shall be classified into three classes, as nearly equal in number as possible: One class to be originally elected for a term expiring at the annual meeting of shareholders to be held in 1999; another class to be originally elected for a term expiring at the annual meeting of shareholders to be held in 1998; and a third class to be originally elected for a term expiring at the annual meeting of shareholders to be held in 1997, with each class to hold office until its successors are elected and qualified. At each annual meeting of the shareholders of the Corporation, the date of which shall be fixed by or pursuant to the Bylaws of the Corporation, the successors of the class of directors whose terms expire at that meeting shall be elected to hold office for a term expiring at the annual meeting of shareholders held in the third year following the year of their election.

ARTICLE 9

BYLAWS

Section 9.1 Bylaws. Bylaws may be amended or repealed from time to time by either the Board of Directors or the shareholders, but the Board of Directors shall not alter, 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.

Fax Audit No. H9700007007

ARTICLE 10**INDEMNIFICATION**

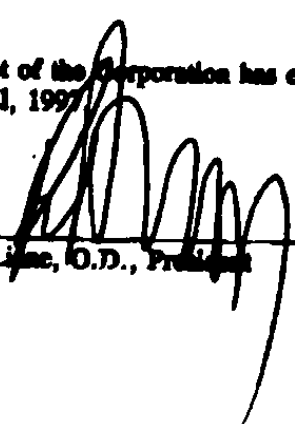
Section 10.1 Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE 11**AMENDMENT**

Section 11.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

Section 11.2 Required Vote. The affirmative vote of the holders of a majority of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required (unless separate voting by classes is required by law, in which case, the affirmative vote of the holders of a majority of the outstanding shares of each class or series entitled to vote as a class shall be required) in order to amend or repeal, or to adopt any provision inconsistent with the purpose or intent of Article 6 ("Transfer Restrictions"), Article 8 ("Directors") or this Article 12 ("Amendment"). The affirmative vote of the holders of ninety percent (90%) of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required (unless separate voting by classes is required by law, in which case, the affirmative vote of the holders of ninety percent (90%) of the outstanding shares of each class or series entitled to vote as a class shall be required) in order to amend or repeal, or to adopt any provision inconsistent with the purpose or intent of Article 5 ("Action by Shareholders").

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Amended and Restated Articles this 25 day of April, 1997.



Peter D. Lince, O.D., President