

SENT BY: (904)359-2000

; 4-29-97 : 2:43PM :

F&L JACKSONVILLE→ Department of State:# 1/ 7

P95000036955

4/29/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

2:19 PM

((H97000007007 2)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: FOLEY & LARDNER

ACCT#: 072720000061

CONTACT: KAREN PETERSON

PHONE: (904)359-2000

FAX #: (904)359-8700

NAME: VISION HEALTH CARE, INC.

AUDIT NUMBER.....H97000007007

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

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.
HC

RECEIVED
97 APR 29 PM 3:11
F&L JACKSONVILLE

Fax Audit No. H97000007007

**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
TALLAHASSEE, FLORIDA

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. "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 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. H97000007007

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. H97000007007

ARTICLE 10**INDEMNIFICATION**

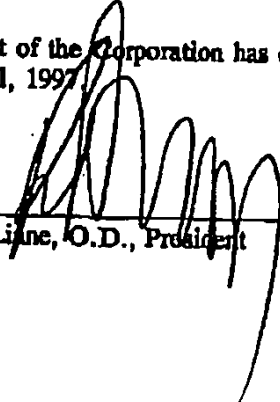
Section 10.1 **Indemnification.** The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

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 25th day of April, 1997.


Peter D. Ligne, O.D., President

DOCSUBOPT15967.4(04/29/97 11:08am)JAX017/KRP:dlm