

P95000036955

STEEL HECTOR & DAVIS LLP

Requestor's Name

Address

222-2300

City/State/Zip

Phone #

CONTACT: ELIZABETH

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. VISION ACQUISITION P97000077431  
(Corporation Name) (Document #)

2. VISION CARE, INC. P95000036955  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time

Mon. 1/5

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN -2 PM 3:28

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Tom gave ok to add  
Paul S. Dopp

menger  
30.1/14/97

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

VISION ACQUISITION COMPANY, a FL corp., #P97000077431

INTO

**VISION CARE, INC.**, a Florida corporation, P95000036955

File date: January 2, 1998

Corporate Specialist: Susan Payne



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

January 5, 1998

*Give ~~me~~ file date  
2nd*

STEEL HECTOR & DAVIS LLP

TALLAHASSEE, FL

SUBJECT: VISION CARE, INC.  
Ref. Number: P95000036955

We have received your document for VISION CARE, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The plan of merger is not attached.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6901.

Susan Payne  
Senior Section Administrator

Letter Number: 698A00000147

RECEIVED  
98 JAN -5 PM 2:52  
DIVISION OF CORPORATION

**ARTICLES OF MERGER**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 JAN -2 PM 3:28

These ARTICLES OF MERGER, dated as of January 2, 1998, provide for the merger of Vision Acquisition Company, a Florida corporation ("VAC"), with and into Vision Care, Inc. (formerly named Vision Health Care, Inc.), a Florida corporation ("VCI"), which shall be the surviving corporation.

**ARTICLE I - PLAN OF MERGER**

A copy of the Plan of Merger pursuant to which VAC will be merged with and into VCI is attached hereto as Appendix A and incorporated herein by this reference.

**ARTICLE II - EFFECTIVE DATE**

The merger of VAC with and into VCI shall be effective as of the date of filing of these Articles of Merger with the Secretary of State of the State of Florida.

**ARTICLE III - ADOPTION OF PLAN OF MERGER**

The Plan of Merger was adopted by the Board of Directors of VAC by written consent dated as of September 11, 1997 pursuant to Section 607.0821 of the Florida Business Corporation Act and approved by the sole shareholder of VAC by written consent dated as of January 1, 1998 pursuant to Section 607.0704 of the Florida Business Corporation Act.

The Plan of Merger was adopted by the Board of Directors of VCI at a meeting duly held on September 7, 1997, and approved by the holders of a majority of the outstanding shares of

each class of capital stock of VCI entitled to vote at a special meeting duly held on October 1, 1997.

The Articles of Merger may be executed in counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, these Articles of Merger have been duly executed on behalf of each of VAC and VCI by their duly authorized officers as of the date first above written.

VISION ACQUISITION COMPANY

By: 

Stanley I. Shapiro  
Chief Executive Officer and President

VISION CARE, INC.

By: \_\_\_\_\_

Peter D. Liane, O.D.  
President and Chief Executive Officer

each class of capital stock of VCI entitled to vote at a special meeting duly held on October 1, 1997.

The Articles of Merger may be executed in counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, these Articles of Merger have been duly executed on behalf of each of VAC and VCI by their duly authorized officers as of the date first above written.

VISION ACQUISITION COMPANY

By: \_\_\_\_\_  
Stanley I. Shapiro  
Chief Executive Officer and President

VISION CARE, INC.

By: \_\_\_\_\_  
Peter D. Lian, O.D.  
President and Chief Executive Officer

## APPENDIX A

### PLAN OF MERGER

PLAN OF MERGER adopted by VISION ACQUISITION COMPANY, a Florida corporation ("VAC"), and VISION CARE, INC. (formerly named Vision Health Care, Inc.), a Florida corporation ("VCI").

1. Pursuant to the provisions of the Florida Business Corporation Act, VAC will be merged into VCI, with VCI being the surviving corporation (the "Surviving Corporation").

2. The Articles of Incorporation and Bylaws of VAC as in effect immediately prior to the effective time of the merger shall be the Articles of Incorporation and Bylaws of the Surviving Corporation until duly amended in accordance with the terms thereof and the Florida Business Corporation Act, provided, however, that Article I of the Articles of Incorporation shall be amended as follows:

#### Article I - Name

The name of the corporation is Vision Care, Inc. (hereinafter called the "Corporation").

3. The directors of VAC immediately prior to the effective time of the merger shall be, from and after the effective time of the merger, the initial directors of the Surviving Corporation, and the executive officers of VAC immediately prior to the effective time of the merger shall be the initial officers of the Surviving Corporation, in each case until their respective successors have been duly elected or appointed and qualified in the manner provided in the Articles of Incorporation and Bylaws of the Surviving Corporation, or as otherwise provided by law.

4.

a. At the effective time of the merger, (i) each share of VAC Common Stock, par value \$.01 per share, issued and outstanding immediately prior to the effective time of the merger shall be converted into and exchanged for ten newly and validly issued, fully paid and nonassessable shares of common stock, par value \$.01 per share, of the Surviving Corporation; (ii) each share of VCI common stock, par value \$.01 per share, owned by OHS, Inc., a Florida corporation ("OHS"), and each share of VCI capital stock that is held in the treasury of VCI, immediately prior to the effective time of the merger shall be cancelled and extinguished without any conversion right thereof and no consideration shall be delivered or deliverable in exchange therefor; (iii) each share of VCI common stock, par value \$.01 per share, issued and outstanding immediately prior to the effective time of the merger (other than any shares owned by OHS, held in the treasury of VCI or shares as to which a demand for dissenter's rights has been duly perfected in accordance with the Florida Business Corporation Act) (the "VCI Shares") shall be converted into and represent the right to receive an amount in cash equal to \$17.84 (the "Initial Per Share Merger Consideration") and the right to receive an additional contingent amount in cash equal to \$2.16 (the "Contingent Per Share Merger Consideration") if no indemnification

claims are made by OHS, any subsidiary of OHS (including the Surviving Corporation and any of its subsidiaries or affiliates) and their respective officers, directors, agents, employees and any persons which control OHS on or prior to January 2, 1999, payable to the holder thereof, without any interest thereon, less any required back-up withholding taxes.

b. In the event that the Expenses (as defined herein) incurred by VCI in connection with the merger exceed \$250,000 in the aggregate, the Initial Per Share Merger Consideration shall be reduced by an amount equal to the quotient of (i) the amount by which the aggregate amount of expenses incurred by VCI exceeds \$250,000 divided by (ii) the aggregate of the number of VCI Shares and the number of shares of VCI common stock subject to stock options. For purposes hereof, "Expenses" shall mean all out-of-pocket expenses (including without limitation, all fees and expenses of counsel, accountants, investment bankers, business valuation firms, experts and consultants to a party and its affiliates incurred by a party or on its behalf in connection with or related to the authorization, preparation, negotiation, execution and performance of that certain Agreement and Plan of Merger, dated as of September 11, 1997, by and among OHS, VCI and certain shareholders of VCI who are parties thereto (the "Merger Agreement"), the solicitation of stockholder approvals and all other matters related to the consummation of the transactions contemplated by the Merger Agreement, but shall not include the cost of the actuarial report from Coopers & Lybrand LLP.

c. The Contingent Per Share Merger Consideration shall be placed in escrow pursuant to that certain Escrow Agreement dated as of January 2, 1998 by and among OHS, VCI, John M. Renaldo, O.D. and James W. Andrews, O.D., as the representatives of the shareholders and option holders of VCI (the "Representatives"), and Compass Bank, as escrow agent. A portion of the Initial Per Share Merger Consideration equal to \$0.42 per share of VCI common stock shall be placed in a separate escrow account pursuant to an Addendum to Escrow Agreement dated as of January 2, 1998 between the Representatives and Compass Bank, as escrow agent.

5. VAC and VCI agree that they will cause to be executed and filed and/or recorded any document or documents required by the laws of the State of Florida to be executed, filed and/or recorded by them, and that they will cause to be performed all acts necessary to consummate the merger.

6. The Board of Directors and the proper officers of VAC and VCI, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger.



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

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Pursuant to Section 607.1007 of the Florida Statutes, Vision Care, Inc. (the "Corporation"), a Florida corporation, certifies that:

(1) The Amended and Restated Articles of Incorporation of the Corporation attached hereto as Exhibit A amend and restate in their entirety the Articles of Incorporation of the Corporation in effect on the date hereof.

(2) These Amended and Restated Articles of Incorporation amend the Articles of Incorporation of the Corporation as follows:

(a) Article I of the Corporation's Articles of Incorporation is hereby deleted in its entirety and the following is substituted therefor:

**ARTICLE I - NAME**

The name of the corporation is Vision Care, Inc. (the "Corporation").

(b) Article V of the Corporation's Articles of Incorporation is hereby deleted in its entirety and the following is substituted therefor:

**ARTICLE V - PRINCIPAL OFFICE**

The street address of the principal office and mailing address of the Corporation is 5775 Blue Lagoon Drive, Miami, Florida 33126.

(c) Article VI of the Corporation's Articles of Incorporation is hereby deleted in its entirety and the following is substituted therefor:

**ARTICLE VI - BOARD OF DIRECTORS**

The Corporation shall have seven directors. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one.

(d) Article VII of the Corporation's Articles of Incorporation is hereby deleted in its entirety.

(4) These Amended and Restated Articles of Incorporation were duly adopted by unanimous written consents to action of the Board of Directors and the sole holder of all of the issued and outstanding Common Stock of the Corporation effective as of January 8, 1998.

(5) The Common Stock is the only stock entitled to vote on the Amended and Restated Articles of Incorporation, and the foregoing amendments to the Articles of Incorporation contained therein, and the number of votes cast for the Amended and Restated Articles of Incorporation and such amendments by the sole shareholder of the Corporation was sufficient for approval.

IN WITNESS WHEREOF, Vision Care, Inc. has caused these Amended and Restated Articles of Incorporation to be executed by its President and Chief Executive Officer effective as of January 5, 1998.

VISION CARE, INC.

By: 

Stanley I. Shapiro, President and  
Chief Executive Officer

**EXHIBIT A**

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

**ARTICLE I - NAME**

The name of the corporation is Vision Care, Inc. (hereinafter called the "Corporation").

**ARTICLE II - PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Board of Directors cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

#### **ARTICLE IV - REGISTERED AGENT**

The street address of the registered office of the Corporation is 5775 Blue Lagoon Drive, Miami, Florida 33126; and the name of the registered agent of the Corporation at that address is Henry C. Tie Shue.

#### **ARTICLE V - PRINCIPAL OFFICE**

The street address of the principal office and mailing address of the Corporation is 5775 Blue Lagoon Drive, Miami, Florida 33126.

#### **ARTICLE VI - BOARD OF DIRECTORS**

The Corporation shall have seven directors. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one.

**STATEMENT OF CHANGE OF REGISTERED OFFICE  
OR REGISTERED AGENT, OR BOTH**

To the Secretary of State of the State of Florida:

Pursuant to the provisions of Section 607.0502, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

- FIRST: The name of the corporation is Vision Care, Inc.
- SECOND: The street address of its registered agent is 200 Laura Street, Jacksonville, FL 32202.
- THIRD: The street address to which its registered agent is to be changed is 5775 Blue Lagoon Drive, Miami, FL 33176.
- FOURTH: The name of its current registered agent is F&L Corp.
- FIFTH: The name of its successor registered agent is Henry C. Tie Shue.
- SIXTH: The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.
- SEVENTH: Such change was authorized by resolution duly adopted by its board of directors.

Effective as of the 2nd day of January, 1998.

VISION CARE, INC.

By: 

Stanley I. Shapiro  
President and Chief Executive Officer

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent pursuant to the provisions of Section 607.0505, Florida Statutes.

By: 

Henry C. Tie Shue  
Registered Agent

Effective as of the 1st day of January, 1998.