

OFFICE USE ONLY (Document #)

Katz, Kutter
(Requestor's Name)

106 E. College Ave.
(Address)

Tallahassee, FL 32301 224-91634
(City, State, Zip) (Phone #) (Karen)

P96000032082

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OFFICE USE ONLY

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

1. United Eye Care of Florida
(Corporation Name) (Document #)
2. Restated Articles
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time 20 mins. ☒ Certified Copy
☐ Mail out ☒ Will wait ☐ Photocopy ☐ Certificate of Status

FILED
1991 APR 21 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
☒ Profit	
☐ NonProfit	
☐ Limited Liability	
☐ Domestication	
☐ Other	

AMENDMENTS	
☐ Amendment	
☐ Resignation of R.A., Officer/Director	
☐ Change of Registered Agent	
☐ Dissolution/Withdrawal	
☐ Merger	

OTHER FILINGS	
☐ Annual Report	
☐ Fictitious Name	
☐ Name Reservation	

REGISTRATION/ QUALIFICATION	
☐ Foreign	
☐ Limited Partnership	
☐ Reinstatement	
☐ Trademark	
☐ Other	

Refer to #N49203 for further information. This doc. constitutes original filing for #P96000032082. sp 3/27/96

OK per KB

+00789, 20579 -
00672



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

RECEIVED

APR 21 PM 1:32
DIVISION OF CORPORATION

April 12, 1994

Law Office of Katz, Kutter
106 E. College Ave.
Tallahassee, FL 32301

SUBJECT: UNITED EYECARE OF FLORIDA, INC.
Ref. Number: N49203

We have received your document for UNITED EYECARE OF FLORIDA, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s).

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 594A00016181

Richy 2:00

RESTATED ARTICLES OF INCORPORATION
OF
UNITED EYECARE OF FLORIDA, INC.

FILED
1994 APR 21 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby files these Restated Articles of Incorporation in order to restate the charter of the above-referenced corporation (the "Corporation") as a for-profit corporation under the laws of the State of Florida.

ARTICLE I.

Name and Address

The name of the Corporation shall continue to be UNITED EYECARE OF FLORIDA, INC. and the address of the Corporation is 2811 Lord Baltimore Drive, Baltimore, Maryland 21244.

ARTICLE II.

Nature of Business

The Corporation may engage in any business allowed or permitted under the laws of the United States and the State of Florida.

ARTICLE III.

Stock

The authorized capital stock of the Corporation shall consist of 1000 shares of Common Stock with no par value. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreements. The Corporation shall not

engage in the business of insurance until it shall have paid in capital an amount required by law.

ARTICLE IV.

Right of Purchase

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

ARTICLE V.

Officers

The names and street addresses of the present officers of this Corporation are as follows:

Oscar B. Camp, M.D. - President
7560 Fairmont Court
Boca Raton, Florida 33496

Laurence A. Manchio - Vice President
5300 Durham Road East
Columbia, Maryland 21044

Blaise C. Sedney - Secretary, Treasurer
310 N. Shamrock Road
Bel Air, Maryland 21014

ARTICLE VI.

Term of Corporate Existence

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VII.

Address of Registered Office and Registered Agent

The address of the registered office of the Corporation in the State of Florida shall be 105 E. Collogo Avenue, Suite 1200, Tallahassee, Florida 32302. The name of the registered agent of the Corporation at the above address shall be David A. Yon. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

ARTICLE VIII.

Number of Directors

The business of the Corporation shall be managed by a Board of Directors consisting of at least one person, the exact number to be determined from time to time in accordance with the By-Laws.

ARTICLE IX.

Initial Board of Directors

The initial Board of Directors consist of five members. The names and street addresses of the members of the initial Board of Directors of the Corporation, who shall hold office until the annual meeting of the shareholders, and thereafter until their successors have been elected and qualified are as follows:

Oscar B. Camp, M.D.
7560 Fairmont Court
Boca Raton, Florida 33496

Alan G. Friedman, O.D.
3406 Old Forest Road
Baltimore, Maryland 21208

Blaise C. Sednoy
310 N. Shamrock Road
Bel Air, Maryland 21014

Jon W. Hunter
6435 Tara Blvd.
Jonesboro, Georgia

Louis Pugliese, Jr., O.D.
1310 Stonewall Lane
Fallston, Maryland 21047

ARTICLE X.

Officers

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers, including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. Any two or more offices may be held by the same person.

ARTICLE XI.

Transactions in Which Directors Or Officers Are Interested

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's Directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such Director(s) or officer(s) are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose, without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XII.

Indemnification of Directors and Officers

(a) The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the Corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer,

employee or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had

no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the

indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

ARTICLE XIII.

Financial Information

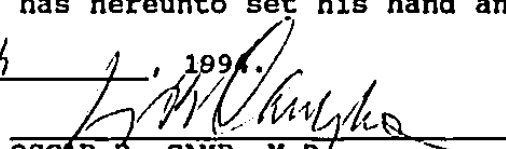
Except to the extent required by law, the Corporation shall not be required to prepare and provide a balance sheet or a profit and loss statement to its shareholders, nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

ARTICLE XIV.

Amendment

These Restated Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation, who has been authorized to execute and file these Restated Articles of Incorporation has hereunto set his hand and seal this 10th day of March, 1994.


OSCAR B. CAMP, M.D.

Maryland
STATE OF FLORIDA
COUNTY OF LEON, *alternative*

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Oscar B. Camp, to me well known and known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 10th day of March, 1994.

Marian A. Abbott
NOTARY PUBLIC

My commission expires: 8/1/95

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Florida Statutes Section 48.091 and 607.304, the following is submitted:

UNITED EYECARE OF FLORIDA, INC. desiring to continue as a for-profit corporation under the laws of the State of Florida, has designated 105 E. College Avenue, Suite 1200, Tallahassee, Florida 32302 as its initial Registered Office and has named David A. Yon located at said address as its initial Registered Agent.

By: 

OSCAR B. CAMP, M.D.
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping the office open.


DAVID A. YON

CORPORATE RESOLUTION ADOPTED
BY MEMBERS AND DIRECTORS BY
UNANIMOUS CONSENT IN LIEU OF MEETING

The undersigned, being all Directors and the sole member of United Eyecare of Florida, Inc., a Florida not-for-profit corporation (the "Corporation"), adopt the following resolution by unanimous consent in lieu of a called meeting.

WHEREAS, the Corporation was formed on June 30, 1992, as a Florida not-for-profit corporation, and

WHEREAS, it is in the best interest of the Corporation to amend and change its corporate charter to become a for-profit Florida corporation; and

WHEREAS, it is further in the best interest of the Corporation to amend its bylaws to conform with those consistent with a for-profit corporation, and

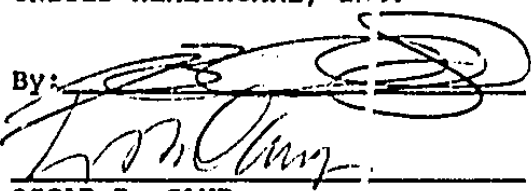
WHEREAS, it is further in the best interest of the Corporation that this action be taken and that the president and secretary of the Corporation be authorized to file such articles of amendment and other papers as may be reasonably necessary to restate the Corporation as a for-profit corporation.

Now, Therefore, be it resolved that the Corporation be amended to become a for-profit corporation and that its Articles of Incorporation be restated by the filing of restated articles consistent with those attached to this Resolution as Exhibit "A" and incorporated herein by reference. Be it further resolved that the Bylaws of the Corporation be amended to conform to those attached to this Resolution as Exhibit "B" and incorporated herein by reference.

Be it further resolved that the president and secretary of the Corporation are authorized to take such action in terms of: filing the amended articles with the Secretary of State and such other action as may be reasonably necessary to accomplish the purpose of this Resolution.

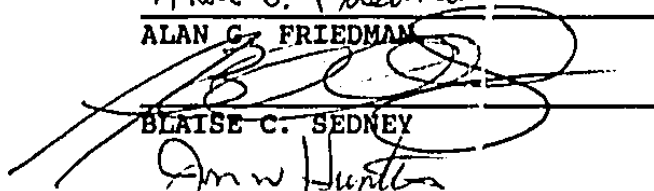
The amendment contemplated hereby shall be effective as of February 1, 1994.

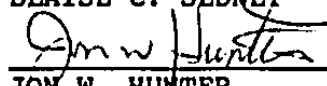
UNITED HEALTHCARE, INC.

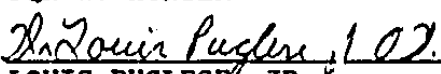
By: 

OSCAR B. CAMP


ALAN G. FRIEDMAN


BLAISE C. SEDNEY


JON W. HUNTER


LOUIS PUGLESE, JR.

FILE NOW: FILING FEE AFTER MAY 1 IS \$155.00

P96000032082
ANNUAL REPORT OF
1995
DIVISION OF CORPORATIONS

APPROVED
AND
FILED

95 APR 23 PM 6:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # **N49288** (5)

1. Corporation Name

UNITED EYECARE OF FLORIDA, INC.

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 06/03/1992	3a. Date of Last Report 06/30/1994
4. FEI Number 52-1780178	Applied For Not Applicable
5. Certificate of Status Desired ☐	\$0.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution ☐	\$5.00 May Be Added to Fees
7. Nonprofit with IRS 501(c)(3) Tax Exempt Status ☐	\$68.75 Supplemental Fee Not Required
8. This corporation has liability for intangible tax under S. 199.032, Florida Statutes ☐ Yes ☒ No	

2. Principal Place of Business 211 LORD BALTIMORE DR BALTIMORE MD 21244 US	2a. Mailing Address 211 LORD BALTIMORE DR BALTIMORE MD 21244 US
21. Suffix, Apt. #, etc.	20. Suffix, Apt. #, etc.
22. City & State	27. City & State
23. Zip	28. Zip
24. Country	29. Country

9. Name and Address of Current Registered Agent

KATZ, KUTER, HAIGLER, ALDERMAN, DAVIS, MAR
KS & RUTLEDGE, P.A.
108 E COLLEGE AVE SUITE 1200
TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent

01. Name	05. Zip Code
02. Street Address (P.O. Box Number is Not Acceptable)	
03.	
04. City	FL

11. Pursuant to the provisions of Sections 607.0502 and 607.1608, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE:

(Signature, typed or printed name of registered agent and title if applicable)

(Signature, typed or printed name of registered agent and title if applicable)

DATE

12. OFFICERS AND DIRECTORS	
TITLE	PD
NAME	CAMP, OSCAR B MD
STREET ADDRESS	7560 FAIRMONT CT
CITY-STATE-ZIP	BOCA RATON FL
TITLE	D
NAME	FRIEDMAN, ALAN G
STREET ADDRESS	3406 OLD FOREST RD
CITY-STATE-ZIP	BALTIMORE MD
TITLE	STD
NAME	SEDNEY, BLAISE C
STREET ADDRESS	310 N SHAMROCK RD
CITY-STATE-ZIP	BEL AIR MD
TITLE	D
NAME	HUNTER, JON
STREET ADDRESS	6435 TARA BLVD
CITY-STATE-ZIP	JONESBORO GA
TITLE	D
NAME	PUGLESE, LOUIS J
STREET ADDRESS	1310 STONEWALL LANE
CITY-STATE-ZIP	FALLSTON MD
TITLE	VP
NAME	MANCHIO, LAURENCE A
STREET ADDRESS	5300 DURHAM RD
CITY-STATE-ZIP	COLUMBIA MD

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
11. TITLE	☐ Change ☐ Addition
12. NAME	
13. STREET ADDRESS	
14. CITY-STATE-ZIP	
21. TITLE	☐ Change ☐ Addition
22. NAME	
23. STREET ADDRESS	
24. CITY-STATE-ZIP	
31. TITLE	☐ Change ☐ Addition
32. NAME	
33. STREET ADDRESS	
34. CITY-STATE-ZIP	
41. TITLE	☐ Change ☐ Addition
42. NAME	
43. STREET ADDRESS	
44. CITY-STATE-ZIP	
51. TITLE	☐ Change ☐ Addition
52. NAME	
53. STREET ADDRESS	
54. CITY-STATE-ZIP	
61. TITLE	☐ Change ☐ Addition
62. NAME	
63. STREET ADDRESS	
64. CITY-STATE-ZIP	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

BLAISE C. SEDNEY

DATE

Daytime Phone #

410-265-6033

P96000032082

KATZ, KUTTER, HAIGLER, ALDERMAN, MARKS, BRYANT & YON

PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW

SILVIA MONELL ALDERMAN
JOHN M. AMIALE
DONNA E. BLANTON
ALAN HARRISON BRENTS
DANIEL C. BROWN
WILL L. BRYANT, JR.
NANCY M. BURKE
JONATHAN W. BUTLER
RICHARD E. COATES
J. NILEY DAVIS
JOSE A. DIEZ-ARQUELLES
MARTIN R. DIR
KENNETH W. DONNELLY
PAUL H. ESTATOFF
WILLIAM M. FURLOW
MITCHELL B. HAIGLER
DAVID M. HEALY
MARK E. KAPLAN
ALLAN J. KATZ
EDWARD L. KUTTER
RICHARD P. LEE
JOHN C. LOVETT
CHRISTOPHER B. LUNNY
JOHN R. MARKS, III

POST OFFICE BOX 1077 PALMUM-1077
HIGHPOINT CENTER
100 EAST COLLIER AVENUE, 19TH FLOOR
TALLAHASSEE, FLORIDA 32301
TELEPHONE (904) 984-0004
TELECOPIER (904) 984-0105
TELECOPIER (904) 984-0701

MUNDANE CENTER
SUITE 1400
600 NORTH ORANGE AVENUE
ORLANDO, FLORIDA 32801
TELEPHONE (407) 420-6400
TELECOPIER (407) 640-0800

REPLY TO: TALLAHASSEE

TRAVIS L. MILLER
BRIAN M. NOGENT
BRUCE D. PLATT
ARTHUR L. STERN, III
LISA D. STEAM
DARY M. TIMIN
J. LARRY WILLIAMS
DAVID A. YON
PAUL A. ZEIGLER

OF COUNSEL:
EDWARD S. JAFFRY
PATRICK F. MARONEY
CRAIG A. MEYER

GOVERNMENTAL CONSULTANTS
MONICA A. LABBETH
PAT GRIFFITH O'CONNELL
E. CLINT SHAWLEY
GERALD C. WESTER
(NOT A MEMBER OF FLORIDA BAR)

EXECUTIVE DIRECTOR
J. ANDREW KELLEN, III, C.P.A.

March 26, 1996

Amendment Section
Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, FL 32314

RE: United EyeCare of Florida, Inc.-
Amendment to Articles of Incorporation Reflecting Name Change to
Spectera Vision Services of Florida, Inc.

Dear Division of Corporations:

United EyeCare of Florida, Inc., a Florida corporation, seeks to amend its articles of incorporation to change its corporate name to Spectera Vision Services of Florida, Inc. The company encloses the following documents to facilitate this request:

1. Articles of Amendment to Articles of Incorporation of United EyeCare of Florida, Inc.
2. Supplemental Affidavit (verifying correctness of Articles of Amendment to Articles of Incorporation)
3. Informal Action of Board of Directors in Lieu of Special Meeting (approving name change and related actions)

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96 MAR 27 PM 2:13
DIVISION OF CORPORATIONS

FILED
96 MAR 27 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Call when Ready

SP

KATZ, KUTTER, HAIGLER, ALDERMAN, MARKS, BRYANT & YON, P. A.

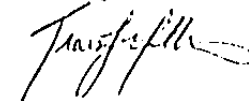
Division of Corporations
March 26, 1996
Page 2

4. Informal Action by Sole Shareholder in Lieu of Special Meeting (approving name change and Articles of Amendment to Articles of Incorporation)
5. Letter of Approval from Spectera, Inc. of United EyeCare of Florida, Inc.'s proposed use of the corporate name Spectera Vision Services of Florida, Inc.

Based upon the foregoing documents, please effectuate a change in the corporate name of United EyeCare of Florida, Inc. to Spectera Vision Services of Florida, Inc. Enclosed please find a check in the amount of \$96.25 for filing fees, a certified copy of the amendment, and a certificate of status.

Please do not hesitate to call if you have any questions.

Sincerely,



Travis L. Miller

TLM/tj

Enc.

cc: Debra C. Eccles

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
UNITED EYECARE OF FLORIDA, INC.

FILED
96 MAR 27 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: An amendment is adopted which changes the name of the Corporation by amending Article I to read as follows:

ARTICLE I.

Name and Address

The name of the Corporation is **SPECTERA VISION SERVICES OF FLORIDA, INC.** and the address of the Corporation is 2811 Lord Baltimore Drive, Baltimore, Maryland 21244.

SECOND: This amendment does not provide for an exchange, reclassification or cancellation of issued shares.

THIRD: The date of the amendment's adoption is March 5, 1996.

FOURTH: The amendment was approved by the sole shareholder, so the number of votes cast for the amendment was sufficient for approval.

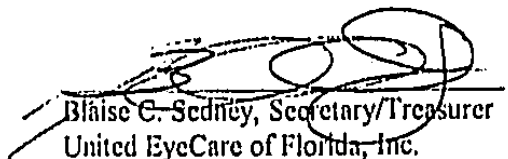
Signed this day 5th of March, 1996.


Dr. Oscar B. Camp
Chairman of the Board of Directors

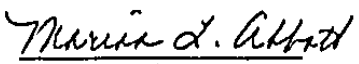
SUPPLEMENTAL AFFIDAVIT

STATE OF MARYLAND
COUNTY OF BALTIMORE

On this day, Oscar B. Camp, President of United EyeCare of Florida, Inc. and Blaise C. Sedney, Secretary of United EyeCare of Florida, Inc. appeared before me, the undersigned notary public, and after I administered an oath to them, upon their oath, they said they read the Articles of Amendment to the Articles of Incorporation of United EyeCare of Florida, Inc., the facts in it are within their personal knowledge, and are true and correct. Further affiants stated that the Articles of Amendment were approved upon the written consent of the sole shareholder.


Blaise C. Sedney, Secretary/Treasurer
United EyeCare of Florida, Inc.

SWORN TO and SUBSCRIBED before me on the 13 day of March,
1996.


Notary Public in and for
the State of Maryland

UNITED EYECARE OF FLORIDA, INC.

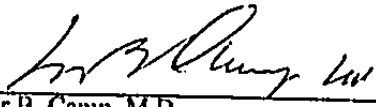
**INFORMAL ACTION OF BOARD OF DIRECTORS
IN LIEU OF SPECIAL MEETING**

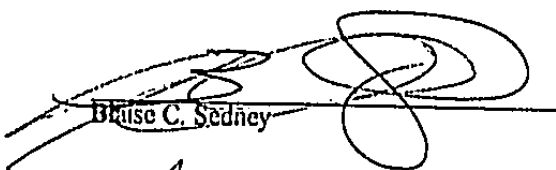
The undersigned, being all of the Directors of United EyeCare of Florida, Inc., a Florida corporation (the "Corporation"), hereby consent to the adoption of the following resolutions in lieu of holding a special meeting of the Board of Directors of the Corporation:

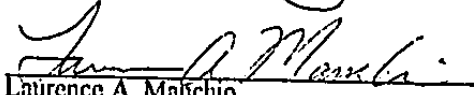
IT IS RESOLVED TO RECOMMEND THAT:

1. The name of this Corporation be changed to "Spectera Vision Services of Florida, Inc."; and
2. The attached Articles of Amendment reflecting this name change be approved; and
3. The officers of the Corporation be authorized and directed to cause any and all required documents to be prepared, executed and filed and all steps to be taken which are required to implement and obtain approval of this name change in Florida and any other jurisdiction in which the Corporation currently operates or in the future may operate.

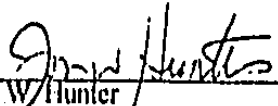
DIRECTORS


Oscar B. Camp, M.D.


Blaise C. Sedney


Laurence A. Malichio

Page 2
Informal Action of Board of Directors


Jon W. Hunter

UNITED EYECARE OF FLORIDA, INC.

**INFORMAL ACTION BY SOLE SHAREHOLDER
IN LIEU OF SPECIAL MEETING**

Spectera, Inc. formerly United HealthCare, Inc., being the sole shareholder of United Eyecare of Florida, Inc., a Florida corporation (the "Corporation"), hereby adopts the following resolution:

1. Article I is amended to read as follows:

ARTICLE I.

Name and Address

The name of the Corporation is hereby changed to **SPECTERA VISION SERVICES OF FLORIDA, INC.** and the address of the Corporation is 2811 Lord Baltimore Drive, Baltimore, Maryland 21244.

2. The attached Articles of Amendment to Articles of Incorporation of United EyeCare of Florida, Inc. reflecting this name change are approved.
3. The officers and directors of the Corporation are authorized and directed to cause any and all documents to be prepared, executed and filed and all steps taken which are required to obtain approval of, and implement, this name change in Florida.

Executed on March 5th, 1996 by:


Dr. Oscar B. Camp
Chairman of the Board of Directors of Spectera, Inc.

Executed on March 5th, 1996 by:


Blaise C. Sedney
Secretary/Treasurer of Spectera, Inc.

SPECTERA

The Health Services Company Since 1964

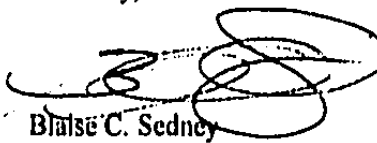
March 12, 1996

RE: Use of Name "Spectera"

To Whom It May Concern:

United EyeCare of Florida, Inc. has permission from Spectera, Inc. to change its name to Spectera Vision Services of Florida, Inc. and any potential conflict due to the use of the word "Spectera" in its name is hereby waived.

Sincerely,



Blaise C. Sedney
Chief Operating Officer