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

Byron A. Teska Inc.

Merger

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Date: \_\_\_\_\_

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

BYRON A. TESKA, INC., a Minnesota corporation not authorized to transact  
business in Florida

INTO

**VISION TWENTY-ONE, INC.**, a Florida corporation, P96000038375.

File date: March 12, 1998

Corporate Specialist: Annette Hogan

FILED  
98 MAR 12 PM 2:53  
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TALLAHASSEE, FLORIDA

**STATE OF FLORIDA  
ARTICLES OF MERGER OF**

**BYRON A. TESKA, INC.,**  
a Minnesota corporation

**INTO**

**VISION TWENTY-ONE, INC.,**  
a Florida corporation

Pursuant to Florida Statutes Section 607.1101 entitled "Merger", the undersigned corporations adopt the following Articles of Merger:

FIRST: The Agreement and Plan of Merger (the "Merger Agreement") attached hereto as Exhibit A was adopted by the Board of Directors and sole shareholder of Byron A. Teska, Inc., a Minnesota corporation (the "Merged Corporation") as of February 1, 1998. The Merger Agreement was adopted by the Board of Directors of Vision Twenty-One, Inc., a Florida corporation (the "Surviving Corporation"), as of February 1, 1998.

SECOND: The Effective Date and Time of these Articles of Merger shall be the date and time filed with the Florida Secretary of State in accordance with Florida Statutes Chapter 607 and Minnesota Statutes Section 302A.641.

THIRD: At the Effective Date the following actions will occur in accordance with the Plan of Merger:

- a. The Merged Corporation shall be merged with and into the Surviving Corporation (hereinafter, the "Merger").

b. The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Date shall thereafter continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until altered or amended as provided therein or by law.

c. The currently issued and outstanding shares of common stock of the Surviving Corporation owned by its shareholders immediately prior to the Merger shall remain as the issued and outstanding common stock of the Surviving Corporation after the Merger.

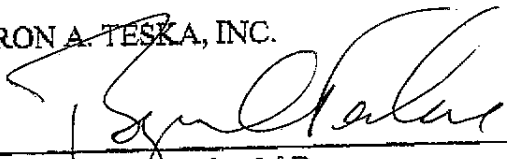
d. All of the shares of common stock of the Merged Corporation issued and outstanding immediately prior to the Effective Date shall be canceled and replaced with an aggregate of Sixteen Thousand Seven Hundred Seventy-Nine (16,779) shares of common stock of the Surviving Corporation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of this 1<sup>st</sup> day of February 1998.

MERGED CORPORATION:

BYRON A. TESKA, INC.

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

  
Byron A. Teska, M.D.  
President and Secretary

SURVIVING CORPORATION:

VISION TWENTY-ONE, INC.

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

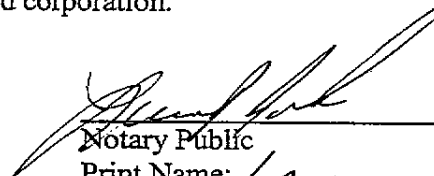
Theodore N. Gillette, President

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

Richard L. Sanchez, Secretary

STATE OF MINNESOTA                    )  
COUNTY OF ANOKA                    )

The foregoing instrument was acknowledged before me this \_\_\_\_ day of February 1998, by BYRON A. TESKA, M.D. who [☒] is known to me, or who [☐] provided \_\_\_\_\_ as identification, and who did take an oath, as President and Secretary of Byron A. Teska, Inc., a Minnesota corporation, on behalf of said corporation.

  
\_\_\_\_\_  
Notary Public  
Print Name: Lawrence R. Johnson  
My Commission Expires: 1/31/2000

STATE OF FLORIDA                    )  
COUNTY OF PINELLAS                )

The foregoing instrument was acknowledged before me this \_\_\_\_ day of February 1998, by THEODORE N. GILLETTE and RICHARD L. SANCHEZ, who [☐] are known to me, and who did take an oath, as President and Secretary of Vision Twenty-One, Inc., a Florida corporation, on behalf of said corporation.

\_\_\_\_\_  
Notary Public  
Print Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of this 1<sup>st</sup> day of February 1998.

MERGED CORPORATION:

BYRON A. TESKA, INC.

By: \_\_\_\_\_  
Byron A. Teska, M.D.  
President and Secretary

SURVIVING CORPORATION:

VISION TWENTY-ONE, INC.

By: \_\_\_\_\_  
Theodore N. Gillette, President

By: \_\_\_\_\_  
Richard L. Sanchez, Secretary

STATE OF MINNESOTA        )  
COUNTY OF \_\_\_\_\_  )

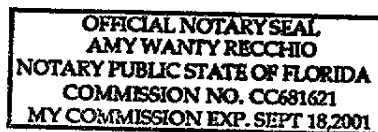
The foregoing instrument was acknowledged before me this \_\_\_\_ day of February 1998, by BYRON A. TESKA, M.D. who [ ] is known to me, or who [ ] provided \_\_\_\_\_ as identification, and who did take an oath, as President and Secretary of Byron A. Teska, Inc., a Minnesota corporation, on behalf of said corporation.

\_\_\_\_\_  
Notary Public  
Print Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

The foregoing instrument was acknowledged before me this 24th day of February 1998, by THEODORE N. GILLETTE and RICHARD L. SANCHEZ, who [☒] are known to me, or who [☐] provided \_\_\_\_\_ as identification, and who did take an oath, as President and Secretary of Vision Twenty-One, Inc., a Florida corporation, on behalf of said corporation.

Amy Wanty Recchio  
Notary Public  
Print Name: Amy Wanty Recchio  
My Commission Expires: \_\_\_\_\_



## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, made and entered into as of the 1st day of February 1998, by and between BYRON A. TESKA, INC., a Minnesota corporation (the "Merged Corporation"), and VISION TWENTY-ONE, INC., a Florida corporation (the "Surviving Corporation").

### WITNESSETH:

WHEREAS, the Merged Corporation is a Minnesota corporation and currently has One Thousand Sixty-Nine (1,069) shares issued and outstanding;

WHEREAS, the Surviving Corporation is a Florida corporation and currently has Twelve Million Four Hundred Fifty Thousand One Hundred Twenty-Four (12,450,124) shares issued and outstanding;

WHEREAS, the Board of Directors of the Merged Corporation deems it advisable and in the best interests of the Merged Corporation to merge with and into the Surviving Corporation pursuant to Florida Statutes Section 607.1101, Minnesota Statutes Section 302A.601 and Sections 368(a)(1)(A) and 368(a)(2)(D) of the Internal Revenue Code of 1986, as amended, entitled "Statutory Merger or Consolidation" so that no gain or loss will be recognized by the Merged Corporation for federal income tax purposes, and the Board of Directors deems it advisable that the Surviving Corporation shall be the surviving corporation and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger"); and

WHEREAS, this Agreement and Plan of Merger was approved and adopted by the Board of Directors and sole shareholder of the Merged Corporation and by the Board of Directors of the Surviving Corporation in the manner prescribed by Florida Statutes Chapter 607 and Minnesota Statutes Section 302A.613.

WHEREAS, the Board of Directors and the sole shareholder of the Merged Corporation voted in favor of the Plan of Merger, and with respect to the Surviving Corporation, the Plan of Merger was adopted by the Board of Directors without a vote of the Surviving Corporation's shareholders as permitted pursuant to Minnesota Statutes Section 302A.613(3) because the shares of common stock of the Surviving Corporation are to be treated in a manner in connection with the Merger such as to render Section 302A.613(3) applicable.

NOW THEREFORE, in consideration of the mutual covenants, agreements and provisions contained herein, the parties hereto agree, in accordance with the provisions of Florida Statutes Chapter 607 and Minnesota Statutes Chapter 302A.601, the Merged Corporation shall be and hereby is merged with and into the Surviving Corporation, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the shares of stock of the Merged Corporation shall be as hereinafter set forth.



**ARTICLE I**  
**CORPORATE EXISTENCE**

A. Upon the Merger becoming effective, (i) the separate existence of the Merged Corporation shall cease, (ii) the Surviving Corporation shall continue and be governed by the laws of the State of Florida, (iii) all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choses in action belonging to the Merged Corporation shall be taken and be deemed to be transferred to and vested in the Surviving Corporation and shall be thereafter as effectively the property of the Surviving Corporation as they were the property of the Merged Corporation, and (iv) the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation. Upon the Merger becoming effective, all rights of creditors and all liens upon the property of the Merged Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

**ARTICLE II**  
**ARTICLES OF INCORPORATION OF SURVIVING CORPORATION**

The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Articles of Incorporation of the Surviving Corporation until the same shall be altered, amended or repealed.

**ARTICLE III**  
**BYLAWS OF SURVIVING CORPORATION**

The Bylaws of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed.

**ARTICLE IV**  
**BOARD OF DIRECTORS, OFFICERS AND**  
**SHAREHOLDER OF SURVIVING CORPORATION**

The Board of Directors, officers and shareholders of the Surviving Corporation immediately prior to the time the Merger becomes effective, shall, upon the Merger becoming effective, be and remain the directors, officers and shareholders of the Surviving Corporation until their successors are elected and qualified or the shareholders transfer their ownership in the Surviving Corporation.

**ARTICLE V**  
**MANNER OF CONVERTING SHARES**

The currently issued and outstanding shares of common stock of the Surviving Corporation immediately prior to the Merger shall remain as the issued and outstanding shares of common stock of the Surviving Corporation after the Merger. All of the shares of common stock of the Merged Corporation issued and outstanding at the time of the effective date of the Merger shall be canceled and replaced with an aggregate of Sixteen Thousand Seven Hundred Seventy-Nine (16,779) shares of common stock of the Surviving Corporation.

**ARTICLE VI**  
**APPROVAL OF MERGER**

This Agreement and Plan of Merger has been approved by the Board of Directors and sole shareholder of the Merged Corporation and the Board of Directors of the Surviving Corporation, as provided by Florida Statutes Section 607.1103 and Minnesota Statutes Section 302A.613, as of February 1, 1998.

**ARTICLE VII**  
**EFFECTIVE DATE OF MERGER**

This Merger shall become effective upon filing with (i) the Minnesota Secretary of State in accordance with Minnesota Statutes Section 302A.641, and (ii) the Florida Secretary of State in accordance with Florida Statutes Chapter 607.

IN WITNESS WHEREOF, the Merged Corporation and the Surviving Corporation have signed this Agreement under their corporate seals the day and year first above written.

BYRON A. TESKA, INC.

By: 

Byron A. Teska, M.D.  
President and Secretary

VISION TWENTY-ONE, INC.

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

Theodore N. Gillette, President

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

Richard L. Sanchez, Secretary

IN WITNESS WHEREOF, the Merged Corporation and the Surviving Corporation have signed this Agreement under their corporate seals the day and year first above written.

BYRON A. TESKA, INC.

By: \_\_\_\_\_  
Byron A. Teska, M.D.  
President and Secretary

VISION TWENTY-ONE, INC.

By: \_\_\_\_\_  
Theodore N. Gillette, President

By: \_\_\_\_\_  
Richard L. Sanchez, Secretary