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

Eyecare One Corp. & Merger  
Vision Twenty-One Inc.

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OVERNIGHT CORPORATION

**ARTICLES OF MERGER  
Merger Sheet**

**MERGING:** -----

**EYECARE ONE CORP.,** a Delaware corporation not authorized to transact  
business in Florida

**INTO**

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

File date: March 31, 1998

Corporate Specialist: Annette Hogan

**ARTICLES OF MERGER OF**

**EYECARE ONE CORP.,**  
a Delaware corporation

**INTO**

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

FILED  
98 MAR 31 PM 4:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Section 607.1101 entitled and Delaware Statutes Section 252; the undersigned corporations adopt the following Articles of Merger:

FIRST: The Agreement and Plan of Merger ("Plan of Merger") attached hereto as Exhibit A was adopted by the Board of Directors and all of the shareholders of Eyecare One Corp., a Delaware corporation (the "Merged Corporation"), as of March 30, 1998. The Plan of Merger was adopted by the Board of Directors of Vision Twenty-One, Inc., a Florida corporation (the "Surviving Corporation"), as of March 30, 1998. Shareholder approval is not required for the Surviving Corporation.

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 the date and time filed with the Delaware Secretary of State in accordance with Delaware Statutes Section 251.

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 nine hundred sixty-one thousand eight hundred fourteen ( 961,814 ) shares of common stock of the Surviving Corporation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of this 31<sup>st</sup> day of March, 1998.

MERGED CORPORATION:

EYECARE ONE CORP.

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

Robert L. Sowinski, President

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

Stephen L. Chernof, Secretary

SURVIVING CORPORATION:

VISION TWENTY-ONE, INC.

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

Theodore N. Gillette, President

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

Richard L. Sanchez, Secretary

STATE OF WISCONSIN )

COUNTY OF Milwaukee )

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of March 1998, by Robert L. Sowinski and Stephen L. Chernof who ☒ are known to me, or who [ ] provided \_\_\_\_\_ as identification, and who did take an oath, as President and Secretary of EYECARE ONE CORPORATION, a Wisconsin corporation, on behalf of said corporation.

\_\_\_\_\_  
Notary Public

Print Name: DAVID R. NAVARRE

My Commission Expires: is permanent

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of this 31<sup>st</sup> day of March, 1998.

MERGED CORPORATION:

EYECARE ONE CORP.

By: \_\_\_\_\_  
Robert L. Sowinski, President

By: \_\_\_\_\_  
Stephen L. Chernof, Secretary

SURVIVING CORPORATION:

VISION TWENTY-ONE, INC.

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

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

STATE OF WISCONSIN )  
COUNTY OF \_\_\_\_\_ )

The foregoing instrument was acknowledged before me this \_\_\_\_ day of March 1998, by Robert L. Sowinski and Stephen L. Chernof who [ ] are known to me, or who [ ] provided \_\_\_\_\_ as identification, and who did take an oath, as President and Secretary of EYECARE ONE CORPORATION, a Wisconsin 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 30<sup>th</sup> day of March, 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.



JUDITH T ALLEN  
COMMISSION # CC 497340  
EXPIRES SEP 21, 1999  
BONDED THRU  
ATLANTIC BONDING CO , INC.

Judith T. Allen

Notary Public

Print Name: JUDITH T. ALLEN

My Commission Expires: 9/21/99

## **AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER, made and entered into as of the 31st day of March 1998, by and between Eyecare One Corp., a Delaware corporation (the "Merged Corporation"), and Vision Twenty-One, Inc., a Florida corporation (the "Surviving Corporation").

### **WITNESSETH:**

WHEREAS, the Merged Corporation is a Delaware corporation and currently has nine thousand seven hundred seventy two (9,772) shares issued and outstanding;

WHEREAS, the Surviving Corporation is a Florida corporation and currently has twelve million two hundred eighty-two thousand nine hundred thirteen (12,282,913) 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, Delaware Statutes Section 252 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");

WHEREAS, this Agreement and Plan of Merger was approved and adopted by the Board of Directors and all of the shareholders of the Merged Corporation in the manner prescribed by Delaware Statutes Section 251;

WHEREAS, this Agreement and Plan of Merger was approved and adopted by the Board of Directors of the Surviving Corporation, in the manner prescribed by Florida Statutes Section 607.1103; and

WHEREAS, approval of the Agreement and Plan of Merger by the shareholders of the Surviving Corporation is not required by either Delaware Statutes Section 251 or Florida Statutes Section 607.1103.

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 Delaware Title 8, that 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**  
**SHAREHOLDERS 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 nine hundred sixty-one thousand eight hundred fourteen (961,814) 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 all of the shareholders of the Merged Corporation and the Board of Directors of the Surviving Corporation, as provided by Florida Statutes Section 607.1103 and Delaware Statutes Section 251 as of March 30, 1998.

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

This Merger shall become effective upon filing with (i) the Delaware Secretary of State in accordance with Delaware Statutes Title 8 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.

EYECARE ONE CORP.

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

Robert L. Sowinski, President

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

Stephen L. Chernof, 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.

EYECARE ONE CORP.

By: \_\_\_\_\_  
Robert L. Sowinski, President

By: \_\_\_\_\_  
Stephen L. Chernof, Secretary

VISION TWENTY-ONE, INC.

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

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