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

Richard A. Sills One Unit

Vision Twenty-One

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<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

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Merger

6-26-98
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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

RICHARD A. SILLS, INC., a Florida corporation, H54353

INTO

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

File date: June 25, 1998

Corporate Specialist: Cheryl Coulliette

STATE OF FLORIDA
ARTICLES OF MERGER
OF

RICHARD A. SILLS, INC.,
a Florida corporation

INTO

VISION TWENTY-ONE, INC.,
a Florida corporation

FILED
98 JUN 25 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 ("Plan of Merger") attached hereto as Exhibit A was adopted by the Board of Directors and the shareholder of Richard A. Sills, Inc., a Florida corporation (the "Merged Corporation") as of May 1, 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 May 1, 1998. The shareholders of the Surviving Corporation were not required to approve the Plan of Merger.

SECOND: The Effective Date and Time of these Articles of Merger shall be the date these Articles of Merger are filed with the State of Florida in accordance with Florida Statutes Chapter 607.

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.
- 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. Each share of common stock of the Merged Corporation issued and outstanding immediately prior to the Effective Date shall be canceled. The shareholders of the Merged Corporation shall receive in the aggregate 1,348 shares of Vision Twenty-One, Inc. common stock.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 1st day of May, 1998.

MERGED CORPORATION:

RICHARD A, SILLS, INC.

By: Richard A Silly DO
Richard A. Sils, O.D., President

SURVIVING CORPORATION:

VISION TWENTY-ONE, INC.

By: Paul Smith
Paul Smith, authorized agent

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, made and entered into as of the 1st day of May, 1998, by and between Richard A. Sills, Inc., a Florida corporation (the "Merged Corporation") and Vision Twenty-One, Inc., a Florida corporation (the "Surviving Corporation").

WITNESSETH:

WHEREAS, the Merged Corporation was organized in the State of Florida on April 26, 1985, and has an authorized capital stock of 7,500 shares, \$1.00 par value per share, of which 500 are currently issued and outstanding;

WHEREAS, the Surviving Corporation was organized in the State of Florida on May 9, 1996, and has an authorized capital stock of 60,000,000 shares, \$.001 par value per share, of which 14,383,959 are currently 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, entitled "Merger", and Section 368 (a)(1)(A) 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 shareholders of the Merged Corporation and by the Board of Directors of the Surviving Corporation in the manner prescribed by Florida Statutes Chapter 607.1103. The shareholders of the Surviving Corporation were not required to approve the Plan of Merger.

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, 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, the separate existence of the Merged Corporation shall cease, and the Surviving Corporation shall continue and be governed by the laws of the State of Florida; all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or

Dcs/vision/sills/plan of merger

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 it 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 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 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 in effect 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. The shareholders of the Merged Corporation shall receive in the aggregate 1,348 shares of the Surviving Corporation's common stock.

ARTICLE VI
APPROVAL OF MERGER

This Agreement and Plan of Merger has been approved by the Board of Directors and shareholders of the Merged Corporation, as provided by Florida Statutes Section 607.1103, as of May 1, 1998, and approved by the Board of Directors of the Surviving Corporation as of May 1, 1998.

ARTICLE VII
EFFECTIVE DATE OF MERGER

This Merger shall become effective on the date the Articles of Merger are filed with the State of Florida 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.

RICHARD A. SILLS, INC.

By: Richard A. Sills
Richard A. Sills, President

VISION TWENTY-ONE, INC.

By: Paul Smith
Paul Smith, authorized agent