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P-76000067239

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

RECEIVED
08/13/96 01:51:01
*****70.00 *****70.00

CORPORATION(S) NAME

PRG IV Acq. Corp

arts of Inc.

☒ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other UCC Filing

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Certified Copy

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8-13

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
PRG V Acq. Corp.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The corporate name that satisfies the requirements of Section 607.0401 is PRG V Acq. Corp.

SECOND: The street address of the initial principal office and, if different, the mailing address of the corporation is 5430 LBJ Freeway, Suite 1540, Dallas, Dallas County, Texas 75240.

THIRD: The number of shares the corporation is authorized to issue is One Thousand (1,000).

FOURTH: No stockholder of the Corporation will, solely by reason of holding shares of any class, have any preemptive or preferential right to purchase or subscribe for any shares of the Corporation, now or hereafter to be authorized, or any notes, debentures, bonds or other securities convertible into or carrying warrants, rights or options to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares or such notes, debentures, bonds or other securities would adversely affect the dividend, voting or any other rights of such stockholder. The Board of Directors may authorize the issuance of, and the Corporation may issue, shares of any class of the Corporation, or any notes, debentures, bonds or other securities convertible into or carrying warrants, rights or options to purchase any such shares, without offering any shares of any class to the existing holders of any class of stock of the Corporation.

FIFTH: To the fullest extent permitted by the laws of the State of Florida as the same exist or may hereafter be amended, a director of the Corporation will not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of this Article will not increase the personal liability of any director of the Corporation for any act or occurrence taking place before such repeal or modification, or adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification. The provisions of this Article Five shall not be deemed to limit or preclude indemnification of a director by the Corporation for any liability of a director that has not been eliminated by the provisions of this Article Five.

SIXTH: The street address of the initial registered office of the corporation is c/o CT CORPORATION SYSTEM, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is CT CORPORATION SYSTEM.

SEVENTH: The number of directors constituting the Initial Board of Directors of the corporation is One (1), and the name and address of the person who is to serve as sole director until their successors are elected and shall qualify is:

Richard J. D'Amico
c/o Physicians Resource Group, Inc.
5430 LBJ Freeway, Suite 1540
Dallas, Texas 75240

EIGHTH: The name and address of the incorporator is:

Pamela M. Arsenaault
c/o Physicians Resource Group, Inc.
5430 LBJ Freeway, Suite 1540
Dallas, Texas 75240

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TALLAHASSEE, FLORIDA

The undersigned has executed these Articles of Incorporation this 12th day of August, 1996.

Pamela M. Arsenaault
Pamela M. Arsenaault, Incorporator

Acceptance by the Registered Agent is required in Section 607.0501(3) F.S.: CT Corporation System is familiar with and accepts the obligations provided for in Section 607.050.

Dated 8-13 1996

CT CORPORATION SYSTEM

By: [Signature]

MICHAEL E. JONES
(Type Name of Officer)
ASSISTANT SECRETARY

(Title of Officer)

PRG OHIO II, INC.
5430 LBJ Freeway, Suite 1540
Dallas, Texas 75240

Phone (214) 982-8200

Fax (214) 982-8299

August 12, 1996

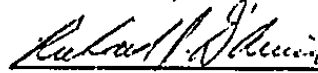
Secretary of State of Ohio
30 East Broad Street
14th Floor
Columbus, Ohio 43266-0418

RE: Consent to Use of Name

Dear Madam/Sir:

PRG OHIO II, Inc., a corporation organized and existing under the laws of the State of Ohio hereby consents to the qualification of PRG OHIO V, Inc. in the State of Ohio.

PRG OHIO II, Inc.



Richard J. D'Amico, Vice President

P96000067239

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

PRG V ACQ. CORP., a Florida corporation, P96000067239

INTO

THE EYE INSTITUTE OF WEST FLORIDA, INC., a Florida corporation, 487080

File date: August 30, 1996

Corporate Specialist: Joy Moon-French