

P96000099675

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

EYE INSTITUTE OF SOUTHERN ARIZONA, INC., an Arizona corporation, not
qualified in Florida

INTO

VISION 21 OF SOUTHERN ARIZONA, INC., a Florida corporation,
P96000099675.

File date: December 31, 1996

Corporate Specialist: Karen Gibson

CONTACT:

OFFICE USE ONLY Document #

UCC FILING & SEARCH SERVICES, INC.

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

1 Ege Institute of Southern Arizona Inc
(Corporation Name) (Document #)

2 into Vision 21 of Southern Arizona
(Corporation Name) (Document #)

3 Must have file date 12/31/96
(Corporation Name) (Document #)

4 _____
(Corporation Name) (Document #)

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A, Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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STATE OF FLORIDA
ARTICLES OF MERGER OF

EYE INSTITUTE OF SOUTHERN ARIZONA, INC.,
an Arizona corporation

INTO

VISION 21 OF SOUTHERN ARIZONA, 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 ("Plan of Merger") attached hereto as Exhibit A was adopted by the Board of Directors and shareholders of Eye Institute of Southern Arizona, Inc., an Arizona corporation (the "Merged Corporation") as of November 30, 1996. The Plan of Merger was adopted by the Board of Directors of Vision 21 of Southern Arizona, Inc., a Florida corporation (the "Surviving Corporation"), as of November 30, 1996.

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 Arizona Statutes Chapter 10.

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. Each share of common stock of the Merged Corporation issued and outstanding immediately prior to the Effective Date shall be canceled and replaced with 304,118 shares of common stock of the Surviving Corporation's parent, Vision 21, Inc., so that in connection with the Merger the shareholders of the Merged Corporation shall receive in the aggregate 608,236 shares of Vision 21, Inc. common stock.

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96 DEC 31 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 shareholder 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 shareholder of the Surviving Corporation until their successors are elected and qualified or the shareholder transfer its 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. Each share 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 308.118 shares of common stock of the Surviving Corporation's parent, Vision 21, Inc., so that in connection with the Merger, the shareholders of the Merged Corporation shall receive in the aggregate 608,236 shares of Vision 21, Inc. 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 and the Board of Directors of the Surviving Corporation, as provided by Florida Statutes Section 607.1103 and Arizona Statutes Sections 10-071 and 10-073, as of November 30, 1996.

ARTICLE VII
EFFECTIVE DATE OF MERGER

This Merger shall become effective upon filing with (i) the Arizona Secretary of State in accordance with Arizona Statutes Chapter 10, 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.

EYE INSTITUTE OF SOUTHERN ARIZONA, INC.

By: 
Jeffrey K. Katz, President

By: 
_____, Secretary

VISION 21 OF SOUTHERN ARIZONA, INC.

By: 
Theodore N. Gillette, President

By: 
Richard L. Sanchez, Secretary

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger
as of this 1st day of December, 1996.

MERGED CORPORATION:

EYE INSTITUTE OF SOUTHERN ARIZONA, INC.

By: _____
Jeffrey I. Katz, President

By: _____
_____, Secretary

SURVIVING CORPORATION:

VISION 21 OF SOUTHERN ARIZONA, INC.

By: _____
Theodore N. Gillette, President

By: _____
Richard L. Sanchez, Secretary

STATE OF ARIZONA)
COUNTY OF _____)

The foregoing instrument was acknowledged before me this ____ day of December, 1996,
by JEFFREY I. KATZ and _____, who [] are known to me, or who []
provided _____ as identification, and who did take an oath, as President and Secretary
of Eye Institute of Southern Arizona, Inc., an Arizona 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 27th day of December, 1996,
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 21 of Southern Arizona, Inc., a Florida corporation, on behalf of said corporation.

Amy Wandy Recchio
Notary Public
Print Name: Amy Wandy Recchio
My Commission Expires: _____



POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENT: That I, Jeffrey I. Katz, M.D. have made, constituted and appointed, and by these presents do hereby make, constitute and appoint Barry Kusman, M.D., true and lawful Attorney for me and in my name, place and stead, to make and execute all legal instruments, including agreements, contracts, deeds, satisfactions of mortgages, notes, leases, bills of sale, endorsements, acknowledgements, etc., and to make and execute all legal instruments for any transaction to which I am a party on behalf of me from December 28, 1996 to January 6, 1997

GIVING AND GRANTING unto Barry Kusman, M.D., said Attorney full power and authority to do and perform all and every act and thing whatsoever requisite and necessary to be done in and about the premises during said time period, as fully to all intents and purposes as I might or could do if personally present hereby ratifying and confirming all that said Attorney shall lawfully do or cause to be done by virtue of these presents.

IN WITNESS WHEREOF, I hereunto set my hand, this 28th of December, 1996


JEFFREY I. KATZ, M.D., F.A.C.S.

STATE OF ARIZONA)
) ss.
COUNTY OF PIMA)

This instrument was acknowledged before me by JEFFREY
I. KATZ, M.D. this 28th day of December, 1996.


Notary Public

My Commission Expires:

17-19-2000

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STATE
FLORIDA

AGREEMENT AND PLAN OF MERGER

FILED
96 DEC 31 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS AGREEMENT AND PLAN OF MERGER, made and entered into as of the 1st day of December, 1996, by and between Eye Institute of Southern Arizona, Inc. an Arizona corporation (the "Merged Corporation") and Vision 21 of Southern Arizona, Inc., a Florida corporation (the "Surviving Corporation").

WITNESSETH:

WHEREAS, the Merged Corporation is an Arizona corporation and currently has two thousand (2,000) shares issued and outstanding;

WHEREAS, the Surviving Corporation is a Florida corporation and currently has one thousand (1,000) 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, Arizona Statutes Section 10-071 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 shareholders of the Merged Corporation and by the Board of Directors of the Surviving Corporation in the manner prescribed by Florida Statutes Chapter 607 and Arizona Statutes Chapter 10.

WHEREAS, all of the shareholders 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 without a vote of the Surviving Corporation's shareholder as permitted pursuant to Arizona Statutes Section 10-073(c)(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 10-073(c)(3) applicable. A certificate of the President and Secretary of the Surviving Corporation with respect to the applicability of Arizona Statutes Section 10-073(c)(3) is attached hereto as Exhibit 1.

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 Arizona Statutes Chapter 10, 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.

FILED
96 DEC 31 PM 4:20
STATE
FLORIDA

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.

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APPROVAL OF MERGER

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ARTICLE VII
EFFECTIVE DATE OF MERGER

This Merger shall become effective upon filing with (i) the Arizona Secretary of State in accordance with Arizona Statutes Chapter 10, and (ii) the Florida Secretary of State in accordance with Florida Statutes Chapter 607.

STATE OF ARIZONA)

COUNTY OF Pima)

The foregoing instrument was acknowledged before me this 26th day of December, 1996, by Jeffrey I. Katz and BARRY KUSMAN, who [] are known to me, or who [] provided _____ as identification, and who did take an oath, as President and Secretary of Eye Institute of Southern Arizona, Inc., an Arizona corporation, on behalf of said corporation.

Ellen S. Dale

Notary Public

Print Name: ELLEN S. Dale

My Commission Expires: 7-19-2000

STATE OF FLORIDA)

COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 26th day of December, 1996, 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 21 of Southern Arizona, Inc., an Arizona corporation, on behalf of said corporation.

Amy Warty Recchio

Notary Public

Print Name: Amy Warty Recchio

My Commission Expires: _____



IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger
as of this 1st day of December, 1996.

MERGED CORPORATION:

EYE INSTITUTE OF SOUTHERN ARIZONA, INC.

By: [Signature]
Jeffrey I. Katz, President

By: [Signature]
_____, Secretary

SURVIVING CORPORATION:

VISION 21 OF SOUTHERN ARIZONA, INC.

By: [Signature]
Theodore N. Gillette, President

By: [Signature]
Richard L. Sanchez, Secretary

STATE OF ARIZONA)
COUNTY OF Pima)

The foregoing instrument was acknowledged before me this ____ day of December, 1996,
by JEFFREY I. KATZ and BARRY KUSMAN, who [] are known to me, or who []
provided _____ as identification, and who did take an oath, as President and Secretary
of Eye Institute of Southern Arizona, Inc., an Arizona corporation, on behalf of said corporation.

[Signature]
Notary Public

Print Name: ELLEN S. DALE

My Commission Expires: 7-19-2000

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.

EYE INSTITUTE OF SOUTHERN ARIZONA, INC.

By: _____
Jeffrey I. Katz, President

By: _____
_____, Secretary

VISION 21 OF SOUTHERN ARIZONA, INC.

By: _____
Theodore N. Gillette, President

By: _____
Richard L. Sanchez, Secretary