

P97000018312

HARRIS, MIDYETTE, GEARY, DARBY & MORRELL, P.A.

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William M. Midyette, III
Joseph A. Geary
Ben H. Darby, Jr.
Eduardo F. Morrell
Louise D. Wilkinson
Diane E. Hill

December 31, 1997

Department of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

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*****35.00 *****35.00

RE: Articles of Dissolution of See Clear Vision Center, Inc.

Ladies and Gentlemen:

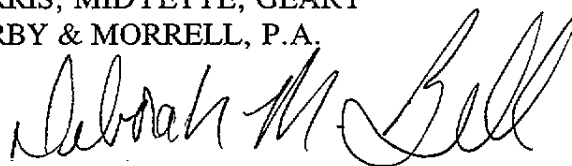
We have enclosed an original and a copy of the Articles of Dissolution for the above-referenced corporation, along with our firm's check in the amount of \$35.00, representing your filing fee. Please file the original and return a certified copy to our office in the enclosed self-addressed stamped envelope.

Please call our office if anything further is required. Thank you for your services.

Sincerely,

HARRIS, MIDYETTE, GEARY
DARBY & MORRELL, P.A.

By:



Deborah M. Bell, Legal Assistant to
Louise D. Wilkinson, Esquire

/db

Enclosures (as stated above)

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VS JAN 1 1998

Uo/d's

FILED
JAN 15 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED

JAN 13 1998

January 9, 1998

LOUISE D. WILKINSON
P.O. BOX 2451
LAKELAND, FL 33806-2451

SUBJECT: SEE CLEAR VISION CENTER, INC.
Ref. Number: P97000018312

We have received your document for SEE CLEAR VISION CENTER, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include the exhibit(s) referred to in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 398A00001212

RECEIVED
JAN 15 AM 8:59
DIVISION OF CORPORATIONS

**ARTICLES OF DISSOLUTION OF
SEE CLEAR VISION CENTER, INC.**

FILED
98 JAN 15 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEE CLEAR VISION CENTER, INC., a Florida corporation (the "Corporation"), pursuant to the requirements of Section 607.1403 of the Florida Statutes, adopts the following

Articles of Dissolution for the purpose of dissolving the Corporation.

1. The name of the Corporation is SEE CLEAR VISION CENTER, INC.
2. The names and addresses of the Director and Officers of the Corporation are as follows:

Reuben Hill Davis, IV
Director/President/Secretary/Treasurer
3234 South Florida Avenue, Suites E & F
Lakeland, Florida 33803
3. The Dissolution was authorized on October 21, 1997.
4. The number of votes cast by the shareholders for dissolution was sufficient for approval.
5. Adequate provision has been made for the payment of all of the liabilities and obligations of the Corporation.
6. All of the properties and assets of the Corporation remaining after payment of all debts, obligations, and liabilities of the Corporation, shall be distributed to the shareholders pursuant to an agreement among them.
7. There are no known actions in any Court, pending against the Corporation.
8. The Corporation elected to dissolve by act of the Corporation, a resolution to dissolve having been duly adopted by the shareholders on October 21, 1997. A copy of the Minutes of the Special Meeting of the Stockholders and Directors of the Corporation containing that resolution is attached to these Articles.

DATED effective this 21st day of October, 1997.

SEE CLEAR VISION CENTER, INC.

By: Reuben Hill Davis IV
REUBEN HILL DAVIS, IV
President

MINUTES
OF THE
SPECIAL MEETING
OF THE STOCKHOLDERS AND DIRECTORS OF
SEE CLEAR VISION CENTER, INC.

OCTOBER 21, 1997

A special meeting of the Stockholders and Directors of See Clear Vision Center, Inc. (the "Corporation"), was duly noticed for October 21, 1997. All Stockholders and Directors being present and acknowledge proper notice pursuant to Chapter 607, Florida Statutes state the following:

1. Present at the meeting were Reuben H. Davis, Subscriber and Director, Nancy Davis, Joseph W. Plaza, Subscriber and Director, the accountants for the Corporation, David Mullins and Darlene Eanitt of Carter, Belcourt & Atkinson, C.P.A. and Eduardo F. Morrell of Harris, Midyette, Darby, Geary & Morrell, P.A., as counsel for Reuben H. Davis. A true copy of the Special Notice is attached hereto as Exhibit "A".

2. The Corporation's Articles of Incorporation provide that Reuben Hill Davis, IV, subscribed for Five Hundred Ten (510) shares of stock in the Corporation, and Joseph W. Plaza, Jr., subscribed for Four Hundred Ninety (490) shares of stock in the Corporation. The Corporation was duly organized and the Secretary of the Corporation filed the Minutes of the Organizational Meeting.

3. The original Directors of the Corporation were listed in the Articles as Reuben Hill Davis, IV, and Joseph W. Plaza, Jr.

4. Dr. Davis, as a Director of the Corporation, has verified that he contributed the

Minutes of the Special Meeting of the Stockholders
and Directors of See Clear Vision Center, Inc.

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consideration for his shares of stock, as provided by the oral shareholder agreement between Dr. Davis and Mr. Plaza. There was some discussion whether Mr. Plaza failed to contribute the consideration for his shares of stock, under the oral shareholder agreement. However, it was recommended by the Directors that each Subscriber be issued the shares of the Corporation, as set forth in paragraph two (2), above.

5. The Stockholders elected the following Officers to serve until the next annual directors' meeting or until his successor is duly elected and qualified:

Reuben Hill Davis, IV

- - - President/Secretary/Treasurer

6. The Directors next reviewed the financial performance of the Corporation and its current financial state. The accountants for the Corporation gave a report accordingly.

7. The Officer notes that Joseph W. Plaza, Jr., was employed by the Corporation under an oral employment agreement. The Officer has determined that Mr. Plaza has abandoned his position as an employee of the Corporation, by failing to appear at work for several weeks.

8. The Stockholders considered removal of Director Joseph W. Plaza, in accordance with the By-Laws of the Corporation. Resolved that by vote of the Stockholders, Joseph W. Plaza was removed as a Director.

9. The Director has determined that it is in the best interests of the Corporation and its Stockholders that the Corporation be dissolved. Therefore, it is

RESOLVED: That the Board of Directors of the Corporation recommends to the Stockholders that the Corporation be dissolved; and

Minutes of the Special Meeting of the Stockholders
and Directors of See Clear Vision Center, Inc.

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FURTHER RESOLVED: That in the event the Stockholders approves the dissolution, the appropriate Officers of the Corporation are hereby directed to cease carrying on of any business of the Corporation, except as necessary to wind up the Corporation and liquidate its business and affairs.

10. The Stockholders have considered the resolution of the Board of Directors recommending the dissolution of the Corporation. The Stockholders believe that it is in the best interests of the Corporation to dissolve. Therefore, it is

RESOLVED: That the recommendation of the Board of Directors to dissolve the Corporation is hereby approved; and

FURTHER RESOLVED: That See Clear Vision Center, Inc., a Florida Corporation, be dissolved; and

FURTHER RESOLVED: That the appropriate Officers of the Corporation are hereby directed to cease the business operations of the Corporation, except as necessary to wind up and liquidate the Corporation's business and affairs, and to take any further action that may be necessary or appropriate to carry out the intent of this resolution.

WHEREFORE, the Meeting was adjourned.

Reuben Hill Davis IV
REUBEN HILL DAVIS, IV
Secretary

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS AND DIRECTORS
OF
SEE CLEAR VISION CENTER, INC.**

A special meeting of the shareholders and directors of See Clear Vision Center, Inc., a Florida corporation, will be held at the offices of Harris, Midyette, Geary, Darby & Morrell, P.A., 2012 South Florida Avenue, Lakeland, Florida, on October 21, 1997, at 10:00 a.m. to consider and vote on the following matters:

1. Complete organizational details of the Corporation, including but not limited to, adopting the proposed By-Laws attached hereto as Exhibit "A."
2. Elect officers and directors.
3. Determine whether and to what extent subscribers of the Corporation met their obligations in exchange for stock.
4. Review financial performance of the Corporation.
5. Consider acts and/or omissions of directors and employees.
6. Determine whether the Corporation has claims against his directors and/or employees for mismanagement or conversion of corporate assets for their own use.
7. Consider the removal of a Director, pursuant to § 607.0808.
8. Consider dissolution of the Corporation and assignment of assets and liabilities to Reuben H. Davis.
9. The transaction of such other business in connection with such proposals as may properly come before the meeting.

If you do not plan to attend, please complete, sign, date, and return the enclosed proxy promptly, using the enclosed self-addressed, stamped envelope, so your shares will be represented at the meeting.

Reuben H. Davis

Reuben H. Davis, as Acting Secretary of See
Clear Vision Center, Inc.

Dated: 10 / 9 / 97