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

Florida Eye Care Associates Inc.

Merger

☐ Walk In ☐ Pick Up Time

Name	4/1/98
Mail Out	
Document	Don
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Photocopy	Don
Other	Don

RUSH

NEW FILINGS	AMENDMENTS
Profit	Amendment
NonProfit	Resignation of R.A. Officer/Director
Limited Liability	Change of Registered Agent
Domestication	Dissolution/Withdrawal
Other	<input checked="" type="checkbox"/> Merger

OTHER FILINGS
Annual Report
Fictitious Name
Name Reservation

REGISTRATION/QUALIFICATION
Foreign
Limited Partnership
Reinstatement
Trademark
Other

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Date: _____

FILED
98 MAR 31 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION
98 MAR 31 PM 4:22
RECEIVED

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

FLORIDA EYE CARE ASSOCIATES, INC., a Florida corporation S93650

INTO

VISION 21 MANAGEMENT SERVICES, INC., a Florida corporation,
P97000027413.

File date: March 31, 1998

Corporate Specialist: Annette Hogan

STATE OF FLORIDA
ARTICLES OF MERGER OF

FLORIDA EYE CARE ASSOCIATES, INC.,
a Florida corporation

INTO

VISION 21 MANAGEMENT SERVICES, 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 the shareholders of Florida Eye Care Associates, Inc., a Florida corporation (the "Merged Corporation") as of January 30, 1998. The Plan of Merger was adopted by the Board of Directors of Vision Twenty 21 Management Services, Inc. a Florida corporation (the "Surviving Corporation"), as of January 30, 1998. Shareholder approval was not required pursuant to Section 607.1103(7) of the Florida Business Corporation Act.

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.

THIRD: At the Effective Date the following actions will occur in accordance with the Plan of Merger:

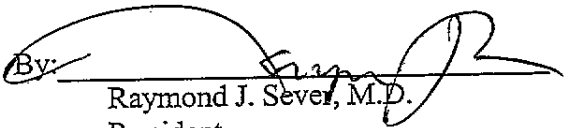
- a. The Merged Corporation shall be merged with and into the Surviving Corporation (hereinafter, the "Merger").
- b. The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Date shall thereafter continue in full force and effect as the Articles of Incorporation 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 the shareholders shall receive an aggregate of sixty-eight thousand one hundred twenty-six dollars (\$68,126.00).

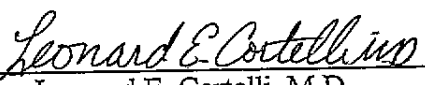
FILED
98 MAR 31 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of this 20th day of February, 1998.

MERGED CORPORATION:

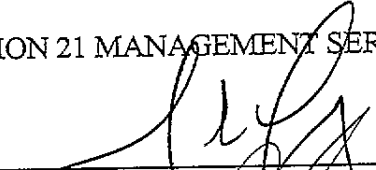
FLORIDA EYE CARE ASSOCIATES, INC.

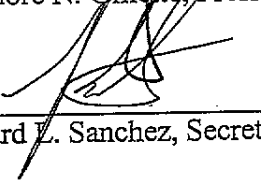
By: 
Raymond J. Sever, M.D.
President

By: 
Leonard E. Cortelli, M.D.
Secretary

SURVIVING CORPORATION:

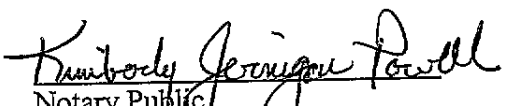
VISION 21 MANAGEMENT SERVICES INC.

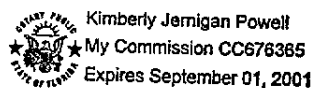
By: 
Theodore N. Gillette, President

By: 
Richard L. Sanchez, Secretary

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 20th day of February, 1998, by RAYMOND J. SEVER and Leonard Cortelli; who [☒] are known to me, or who [☐] provided _____ as identification, and who did take an oath, as President and Secretary of FLORIDA Eye Care Associates, Inc., a Florida corporation, on behalf of said corporation.

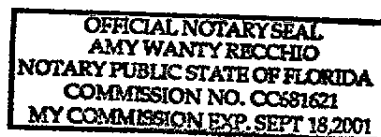
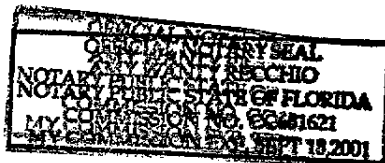

Notary Public
Print Name: Kimberly Jernigan Powell
My Commission Expires: 9/1/2001



STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 20 day of February, 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.

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



AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, made and entered into as of the 1st day of February, 1998, by and between Florida Eye Care Associates, Inc., a Florida corporation (the "Merged Corporation"), and Vision 21 Management Services, Inc., a Florida corporation, (the "Surviving Corporation").

WITNESSETH:

WHEREAS, the Merged Corporation is a Florida corporation and currently has one hundred (100) shares issued and outstanding;

WHEREAS, the Surviving Corporation is a Florida corporation and currently has One Hundred (100) shares issued and outstanding, and is a wholly owned subsidiary of the Parent Corporation;

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 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.

WHEREAS, the Board of Directors and 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 by the Board of Directors without a vote of the Surviving Corporation's shareholders as permitted pursuant to Florida Statutes Section 607.1103(7) 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 607.1103(7) applicable.

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, (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 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 the shareholders of the Merged Corporation shall receive an aggregate of sixty-eight thousand one hundred twenty-six dollars (\$68,126.00).

ARTICLE VI
APPROVAL OF MERGER

This Agreement and Plan of Merger has been approved by the Board of Directors and the shareholders of the Merged Corporation and the Board of Directors of the Surviving Corporation, as provided by Florida Statutes Section 607.1103, as of January 30, 1998.

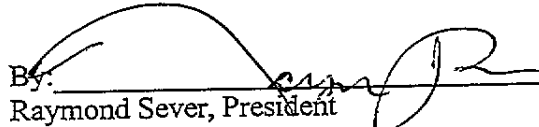
ARTICLE VII
EFFECTIVE DATE OF MERGER


This Merger shall become effective upon filing with 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.

THE MERGED CORPORATION:

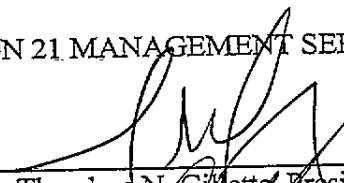
FLORIDA EYE CARE ASSOCIATES, INC.

By: 
Raymond Sever, President

By: 
Leonard E. Cortelli, M.D., Secretary

THE SURVIVING CORPORATION

VISION 21 MANAGEMENT SERVICES, INC.

By: 
Theodore N. Gillette, President

By: 
Richard L. Sanchez, Secretary