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ARTICLES OF MERGER
Merger Sheet

MERGING:

COCHISE EYE & LASER, INC., an Arizona corporation, not qualified in Florida

INTO

VISION 21 OF SIERRA VISTA, INC., a Florida corporation, P97000045101

File date: July 31, 1997

Corporate Specialist: Karen Gibson

CONTACT:

OFFICE USE ONLY Document #

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

1 Cochise Eye & Laser Inc.
(Corporation Name)

2 _____
(Corporation Name)

3 _____
(Corporation Name)

4 _____
(Corporation Name)

(Document #)

(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

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

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Must have effective date 7/31/97

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**STATE OF ARIZONA
ARTICLES OF MERGER OF
COCHISE EYE & LASER, INC.
an Arizona corporation**

INTO

**VISION 21 OF SIERRA VISTA, INC.
a Florida corporation**

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TALLAHASSEE, FLORIDA

Pursuant to Arizona Statutes Section 10-1107, 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 Cochise Eye & Laser, Inc., an Arizona corporation (the "Merged Corporation"), as of May 1, 1997. The Plan of Merger was adopted by the Board of Directors of Vision 21 of Sierra Vista, Inc., a Florida corporation (the "Surviving Corporation"), as of May 1, 1997. The shareholder of the Surviving Corporation was not required to approve the Plan of Merger.

SECOND: The Effective Date and Time of these Articles of Merger shall be the date and time filed with the Arizona Corporation Commission in accordance with Arizona Statutes Chapter 11 and Florida Statute Chapter 607.

THIRD: The Merged Corporation currently has one thousand two hundred and twenty-five (1,225) shares of its common stock outstanding and the Surviving Corporation currently has one hundred (100) shares of its common stock outstanding.

FOURTH: The Board of Directors and 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 by the Board of Directors without a vote of the Surviving Corporation's shareholders as permitted pursuant to Arizona Statutes Section 10-1103G 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 10-1103G applicable. The Surviving Corporation's statutory agent in Arizona shall be National Registered Agents, Inc. at 815 North First Avenue, Phoenix, Arizona 85003. The Surviving Corporation's business address is 7209 Bryan Dairy Road, Largo, Florida 33467.

FIFTH: 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

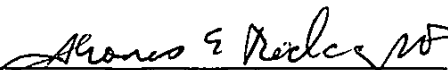
effect as the Articles of Incorporation of the Surviving Corporation until altered or amended as provided therein or by law.

- 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 replaced with an aggregate of 253,726 shares of common stock of the Surviving Corporation's parent, Vision Twenty-One, Inc.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of this 21st day of ~~June~~ July, 1997.

MERGED CORPORATION:

COCHISE EYE & LASER, INC.


By: 
Thomas E. Rodcay, President

By: 
Jeffrey S. Felter, Secretary

SURVIVING CORPORATION:

VISION 21 OF SIERRA VISTA, INC.

By: 
Theodore N. Gillette, President

By: 
Richard L. Sanchez, Secretary

STATE OF ARIZONA.)
COUNTY OF Cochise)

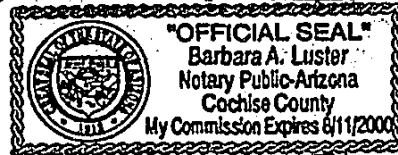
The foregoing instrument was acknowledged before me this 21st day of ~~June~~ ^{July}, 1997, by THOMAS E. RODCAY and JEFFREY S. FELTER, who ☒ are known to me, or who [] provided _____ as identification, and who did take an oath, as President and Secretary of Cochise Eye & Laser, Inc., an Arizona corporation, on behalf of said corporation.

Barbara A. Luster
Thomas E Rodcay Jr

Notary Public

Print Name: BARBARA A. LUSTER

My Commission Expires: 8/11/2000



STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 9th day of ~~June~~ ^{July}, 1997, by THEODORE N. GILLETTE and RICHARD L. SANCHEZ, who [] are known to me, and who did take an oath, as President and Secretary of Vision 21 of Sierra Vista, Inc., an Arizona corporation, on behalf of said corporation.

Lone A. Brownson

Notary Public

Print Name: _____

My Commission Expires: _____



Lone A Brownson
My Commission CC612515
Expires January 9 2001

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, made and entered into as of the 1st day of May, 1997, by and between Cochise Eye & Laser, Inc. an Arizona corporation (the "Merged Corporation"), and Vision 21 of Sierra Vista, Inc., a Florida corporation (the "Surviving Corporation").

WITNESSETH:

WHEREAS, the Merged Corporation is an Arizona corporation and currently has one thousand two hundred and twenty-five (1,225) shares issued and outstanding;

WHEREAS, the Surviving Corporation is a Florida corporation and currently has one hundred (100) 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 10-1107 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 11.

WHEREAS, the Board of Directors and 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 by the Board of Directors without a vote of the Surviving Corporation's shareholder as permitted pursuant to Arizona Statutes Section 10-1103G 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 10-1103G applicable. A certificate of the President and Secretary of the Surviving Corporation with respect to the applicability of Arizona Statutes Section 10-1103G 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 11, 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 shareholder 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 shareholder of the Surviving Corporation until their successors are elected and qualified or the shareholder transfers 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. 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 replaced with an aggregate of 253,726 shares of common stock of the Surviving Corporation's parent, Vision Twenty-One, Inc.

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 10-1103G, as of May 1, 1997.

ARTICLE VII
EFFECTIVE DATE OF MERGER

This Merger shall become effective upon filing with (i) the Arizona Corporation Commission in accordance with Arizona Statutes Chapter 11, 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.

COCHISE EYE & LASER ,INC.

By: Thomas E. Rodcay
Thomas E. Rodcay, President

By: Jeffrey S. Felter
Jeffrey S. Felter, Secretary

VISION 21 OF SIERRA VISTA, INC.

By: Theodore N. Gillette
Theodore N. Gillette, President

By: Richard L. Sanchez
Richard L. Sanchez, Secretary

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