

**CORPORATE
ACCESS,
INC.**

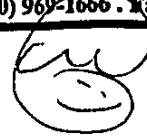
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WALK IN

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9/23/97



CERTIFIED COPY

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Merger

1.) Ocular Insight, Inc. (NY) into Ocular
(CORPORATE NAME & DOCUMENT #) Insight Inc. (FL)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

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4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
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10.) _____
(CORPORATE NAME & DOCUMENT #)

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FILED
97 SEP 23 PM 2:32
TALLAHASSEE, FLORIDA

RECEIVED
97 SEP 23 AM 9:41
DIVISION OF CORPORATION

SPECIAL INSTRUCTIONS

P97000077606

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

OCULAR INSIGHT, INC., a New York corporation not authorized to transact
business in Florida

INTO

OCULAR INSIGHT, INC., a Florida corporation, P97000077606.

File date: September 23, 1997

Corporate Specialist: Annette Hogan

**ARTICLES OF MERGER OF OCULAR INSIGHT, INC.
INTO OCULAR INSIGHT INC.**

To the Department of State
State of Florida:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida General Corporation Act, governing the merger of a foreign corporation with and into a domestic corporation, the corporations hereinafter named do hereby adopt the following articles of merger:

1. The names of the merging corporations are OCULAR INSIGHT, INC., which is a business corporation organized under the laws of the State of New York, and the existence of which will cease and OCULAR INSIGHT INC., which is a business corporation organized under the laws of the State of Florida and which shall be the surviving corporation.
2. Annexed hereto and made a part hereof is the Plan of Merger for merging OCULAR INSIGHT, INC. (NY) with and into OCULAR INSIGHT INC. (FL) as approved by the Board of Directors of each of said corporations.
3. The number of shares of each of OCULAR INSIGHT, INC. (NY) and OCULAR INSIGHT, INC. (FL) which were entitled to vote at the time of the approval of the Plans of Merger by its shareholders is 100 shares of common stock, all of which are of one class. All of the shareholders entitled to vote of the aforesaid corporations approved the Plans of Merger pursuant to their written consents without a meeting of shareholders; and the number of shares represented by such consents is 100. The date of said consents and approval was September 12, 1997.
4. OCULAR INSIGHT INC. (FL) will continue its existence as the surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. All of the shareholders of the surviving corporation approved the Plan of Merger pursuant to their written consent without a meeting of shareholders.

5. The applicable provisions of the laws of the jurisdiction of organization of OCULAR INSIGHT, INC. (NY) relating to the merger of OCULAR INSIGHT, INC. (FL) with and into OCULAR INSIGHT, INC. (FL) have been complied with and permit the merger.

6. The merger herein provided for shall become effective in the State of Florida on the date the Certificate of Merger is filed by the Department of State.

IN WITNESS WHEREOF we have signed this certificate this 12th day of September, 1997

OCULAR INSIGHT, INC. (NY)

BY: [Signature], Pres.

BY: [Signature], Sec.

OCULAR INSIGHT, INC. (FL)

BY: [Signature], Pres.

BY: [Signature], Sec.

STATE OF FLORIDA

COUNTY OF DADL

)
ss.:
)

On this 17 day of September, 1997, before me, a Notary Public in and for the State and County aforesaid, personally appeared Neil Glackman, the President and Secretary of OCULAR INSIGHT, INC., and that he executed as said President and Secretary the foregoing Articles of Merger of said corporations as their acts and deeds and as the acts and deeds of said corporations.

Witness my hand and seal of office on the day and year first aforesaid.

Seal:

[Signature]
Notary Public
Commission Expires:
"OFFICIAL SEAL"
Linda Lancara
My Commission Expires 2/27/2000
Commission #CC 535796

STATE OF FLORIDA

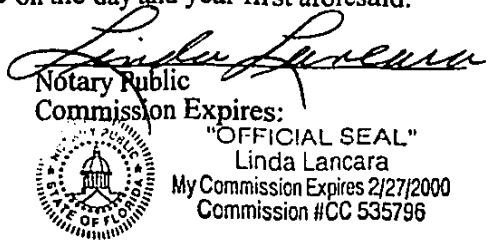
COUNTY OF *Orlando*

)
ss.:
)

On this *17* day of *Sept.*, 1997, before me, a Notary Public in and for the State and County aforesaid, personally appeared Neil Glackman, who acknowledged to me that he is the President and Secretary of OCULAR INSIGHT, INC. and that he executed as said President and Secretary the foregoing Articles of Merger of said corporation as his act and deed and as the act and deed of said corporation.

Witness my hand and seal of office on the day and year first aforesaid.

Seal:



**PLAN OF MERGER OF OCULAR INSIGHT, INC.,
INTO OCULAR INSIGHT, INC.**

The following Plan of Merger (the "Plan") shall effect the merger of OCULAR INSIGHT, INC. a business corporation organized under the laws of the State of New York into OCULAR INSIGHT, INC., a business corporation organized under the laws of the State of Florida.

1. The names of each constituent corporation to the merger are OCULAR INSIGHT, INC. (NY) and OCULAR INSIGHT, INC. (FL). The name of the surviving corporation is OCULAR INSIGHT, INC. (FL) which shall continue to exist under its present name pursuant to the provisions of the Florida General Corporation Act. The separate existence of OCULAR INSIGHT, INC. shall cease upon the effective date of the merger in accordance with the provisions of the Florida General Corporation Act.

2. OCULAR INSIGHT, INC. (NY) has outstanding 100 shares of common stock. OCULAR INSIGHT, INC. (FL) has outstanding 100 shares of common stock. The number of shares aforementioned is not subject to change prior to the effective date of the merger.

3. The terms and conditions of the merger are as follows:

(a) All the outstanding shares of OCULAR INSIGHT, INC., (FL) the surviving corporation, shall remain unchanged in the hands of the holders thereof as outstanding shares of the surviving corporation.

(b) No cash or other consideration shall be paid or delivered for the shares of OCULAR INSIGHT, INC. (NY) and the certificates for such shares shall be converted into shares of OCULAR INSIGHT, INC. (FL) at the rate of one share for each one share of the surviving corporation.

(c) The certificate of incorporation and by-laws of OCULAR INSIGHT, INC. (FL) shall remain unchanged until amended or changed as provided therein or as provided

by law. The officers and directors of OCULAR INSIGHT, INC. (FL) shall remain as the officers and directors of the surviving corporation.

(d) All the property, real or personal; rights, privileges, immunities, powers, purposes, franchises, patents, licenses, trademarks, registrations, causes of action and every other asset of OCULAR INSIGHT, INC. (NY) shall be transferred to, vest in and devolve upon OCULAR INSIGHT, INC. (FL), the surviving corporation, without further act or deed and every interest of the surviving corporation and OCULAR INSIGHT, INC. (NY) shall be as effectively the property of the surviving corporation as they were of the surviving corporation and OCULAR INSIGHT, INC. (NY).

(e) The surviving corporation shall assume and be liable for all the liabilities, obligations and royalties of OCULAR INSIGHT, INC. (NY).

4. The Plan of Merger shall be submitted to the shareholders of OCULAR INSIGHT, INC. (NY) for their approval and to the shareholders of OCULAR INSIGHT, INC. (FL) for their approval.

5. The effective date in the State of Florida of the merger herein provided shall be the date the Certificate of Merger is filed by the Department of State.