

P9800080094

JANECKY NEWELL, P.C.

A PROFESSIONAL CORPORATION

LAWYERS

POST OFFICE BOX 2987

MOBILE, ALABAMA 36682

City/State/Zip

Phone #

Office Use Only

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

1. ^{phone #} 334 432 8786
(Corporation Name) (Document #)
2. NORTH AMERICAN VISION ALLIANCE P98-80094
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #) 400003004754--8
-10/04/99--01127--013
4. _____
(Corporation Name) (Document #) *****87.50 *****87.50

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

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 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

W 11/18
FILED
99 NOV 18 PM 12:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

NORTH AMERICAN VISION ALLIANCE, INC. a Florida corporation
#P9800080094

INTO

NORTH AMERICAN VISION ALLIANCE, L.L.C., corporation not qualified in
Florida.

File date: November 18, 1999

Corporate Specialist: Lee Rivers



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 12, 1999

JANECKY NEWELL, P.C.
PO BOX 2987
MOBILE, AL 36652

SUBJECT: NORTH AMERICAN VISION ALLIANCE, INC.
Ref. Number: P98000080094

We have received your document for NORTH AMERICAN VISION ALLIANCE, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please provide the street address for NORTH AMERICAN VISION ALLIANCE, L.L.C., in the space provided and highlighted. Please note that your filing arrived without a cover letter, and although we were able to get your phone number from directory assistance, we were not able to tell the person with whom we left a message which attorney sent the form to us. Because it has been two business days since we left the message asking for the address, we are returning the form by mail.

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 099A00049186

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>North American Vision Alliance, Inc.</u> <u>600 South Barracks Street, Suite 202</u> <u>Pensacola, Florida 32501</u>	<u>Florida</u>	<u>Corporation</u>
Florida Document/Registration Number: <u>P98000080094</u>		FEI Number: <u>59-3534508</u>
2. _____ _____ _____		
Florida Document/Registration Number: _____		FEI Number: _____
3. _____ _____ _____		
Florida Document/Registration Number: _____		FEI Number: _____
4. _____ _____ _____		
Florida Document/Registration Number: _____		FEI Number: _____

FILED
99 NOV 18 PM 12:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>North American Vision Alliance, L.L.C.</u>	<u>Alabama</u>	<u>LLC</u>
<u>4171 Woodrun Road</u>		
<u>Pensacola, Florida 32514</u>		

Florida Document/Registration Number: N/A FEI Number: Applied For

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384 Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

FILED
NOV 18 12:35
CLERK OF STATE
TALLAHASSEE, FLORIDA

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

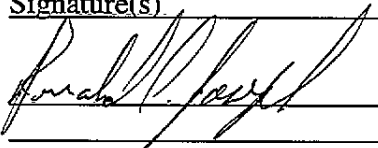
(Note: Please see instructions for required signatures.)

Name of Entity

Signature(s)

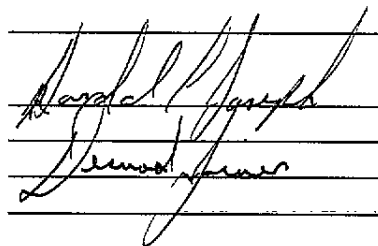
Typed or Printed Name of Individual

North American Vision
Alliance, Inc.



Ronald C. Joseph, President

North American Vision
Alliance, L.L.C.



Ronald C. Joseph,
Managing Member

Desmond Joinery, Managing Member

FILED
NOV 18 PM 12:35
CLERK OF STATE
TALLAHASSEE FLORIDA

(Attach additional sheet(s) if necessary)

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
North American Vision Alliance, Inc.	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
North American Vision Alliance, L.L.C.	Alabama

THIRD: The terms and conditions of the merger are as follows:

See attached Plan and Agreement of Merger

FILED
99 NOV 18 PM 12:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

(Attach additional sheet(s) if necessary)

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

See attached Plan and Agreement of Merger (Paragraph 3)

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

None

FILED
99 NOV 18 PM 12:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,
Florida Document/Registration Number

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

Ronald C. Joseph
2310 Oxford Drive
Pensacola, Florida 32503

Desmond Joiner
4171 Woodrum Road
Pensacola, Florida 32514

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

See attached Plan and Agreement of Merger

EIGHTH: Other provisions, if any, relating to the merger:

See attached.

FILED
99 NOV 18 PM 12:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

(Attach additional sheet(s) if necessary)

EXHIBIT 1

**PLAN AND AGREEMENT OF MERGER OF
NORTH AMERICAN VISION ALLIANCE, INC.,
A Florida Corporation
WITH AND INTO
NORTH AMERICAN VISION ALLIANCE, L.L.C.,
An Alabama Limited Liability Company**

This Plan and Agreement of Merger entered into this 30th day of Sept. 1999 by and between North American Vision Alliance, Inc., a Florida Corporation (hereinafter, "Terminating Entity") and North American Vision Alliance, L.L.C., an Alabama Limited Liability Company (hereinafter, the "Surviving Entity").

WHEREAS, the Terminating Entity is a duly authorized and lawfully existing Florida Corporation;

WHEREAS, the Surviving Entity is a duly authorized and lawfully existing Alabama Limited Liability Company; and

WHEREAS, it is the purpose of this Agreement to effect the merger of the Terminating Entity with and into the Surviving Entity such that North American Vision Alliance, L.L.C. shall survive the merger and continue operation under its same name;

NOW, THEREFORE, in consideration of the premises, the respective agreements hereinafter set forth, and other good and valuable consideration, the parties agree as follows:

1. Total Number of Shares and Class of Stock of Terminating Entity. The Terminating Entity has authority to issue 5,000 shares of common stock with no par value. The Terminating Entity has issued and outstanding 100 shares to each of Ronald C. Joseph and Desmond Joiner.

2. Ownership Interest in Surviving Entity. The Surviving Entity is comprised of two members, Ronald C. Joseph and Desmond Joiner. Both individuals share equally in the income, deductions, gains, losses, credits, distributions and liquidations of the Surviving Entity.

3. Manner of Exchange and Conversion. Each shareholder of the Terminating Entity shall tender his shares which shall be converted into a 50% sharing ratio in the Surviving Entity which is equal to that currently held by each such individual in the Surviving Entity.

FILED
99 NOV 18 PM 12:35
TALLAHASSEE
FLORIDA
SECRETARY OF STATE

4. Adoption and Approval. This Plan and Agreement of Merger was duly adopted and approved by written consent in lieu of a special meeting of the Board of Directors of the Terminating Entity pursuant to Fla. Stat. §607.0821 and dated September 29, 1999 and by written consent in lieu of a special meeting of the shareholders of the Terminating Entity pursuant to Fla. Stat. 607.0704, and dated September 29, 1999. This Plan and Agreement of Merger was also adopted and approved by the unanimous consent of the members of the Surviving Entity.

5. Plan of Merger. The Plan of Merger is as follows:

5.1 The Articles of Organization of the Surviving Entity, as in effect on the effective date of the Merger, shall continue in full force and effect, without change, as the Articles of Organization of the Surviving Entity.

5.2 The taxpayer identification number of the Surviving Entity will continue to be the taxpayer identification number for the Surviving Entity.

5.3 The Articles of Organization of the Surviving Entity, as in effect on the effective date of the Merger shall continue in full force and effect, without change, as the Articles of Organization of the Surviving Entity.

5.4 On the effective date of the Merger, the separate existence of the Terminating Entity shall cease (except as to the extent continued by statute), and all of its property, rights, privileges and franchises of whatsoever nature and description, shall be transferred to, vest in, and devolve upon the Surviving Entity, without further act or deed. Confirmatory deeds, assignments or other like instruments, when deemed desirable by the Surviving Entity to evidence such transfer, vesting or devolution of any property, right, privilege or franchise, shall at any time, or from time to time, be made and delivered in the name of the Terminating Entity by the last acting officers thereof, or by the corresponding officers of the Surviving Entity.

5.5 The effective date of the Merger shall be the date upon which the Articles of Merger are filed with the Office of the Secretary of State of Alabama.


IN WITNESS WHEREOF, the parties hereto have executed this Plan and Agreement of Merger this 30th day of September 1999.

99 NOV 18 PM 12:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

TERMINATING ENTITY

NORTH AMERICAN VISION ALLIANCE,
INC., a Florida Corporation



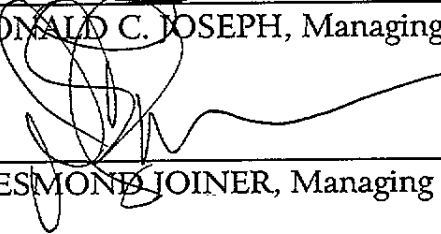
BY: RONALD C. JOSEPH, President

SURVIVING ENTITY

NORTH AMERICAN VISION ALLIANCE,
L.L.C., an Alabama Limited Liability Company



BY: RONALD C. JOSEPH, Managing Member



BY: DESMOND JOINER, Managing Member

FILED
99 NOV 18 PM 12:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA