

P98000087831

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

LAKE EYE PROFESSIONALS, P.A., a Florida corporation P96000096513

,

INTO

**CENTRAL FLORIDA EYE ASSOCIATES, P.A.**, a Florida entity, P98000087831

File date: December 16, 2002, effective December 31, 2002

Corporate Specialist: Annette Ramsey

**GRAYHARRIS**  
ATTORNEYS AT LAW

GRAY, HARRIS & ROBINSON, P.A.  
SUITE 600  
301 SOUTH BRONOUGH ST. (32301)  
P.O. BOX 11189  
TALLAHASSEE, FLORIDA 32302-3187  
TEL 850-222-7717  
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WEB grayharris.com

December 16, 2002

E-MAIL ADDRESS

Division of Corporations  
George Firestone Building  
409 East Gaines Street  
Tallahassee, FL 32301

**Via Hand Delivery**

To Whom It May Concern:

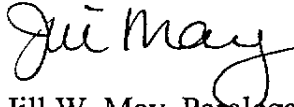
Enclosed for filing, please find the **ARTICLES OF MERGER**, along with a check in the amount of **\$78.75** for the applicable filing fees and fees to obtain a **Certified Copy of the Articles of Merger** for the following entity:

**LAKE EYE PROFESSIONALS, P.A.**  
(Document No. P96000096513) into

**CENTRAL FLORIDA EYE ASSOCIATES, P.A.**  
(Document No. P98000087831)

Upon receipt, please "date-stamp" the copy of the letter provided and call me at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,

  
Jill W. May, Paralegal

/jwm  
Enclosures

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TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
12/31/02

ARTICLES OF MERGER  
OF LAKE EYE PROFESSIONALS, P.A.  
INTO  
CENTRAL FLORIDA EYE ASSOCIATES, P.A.

FILED  
02 DEC 16 PM 8:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to § 621.13 of the Florida Professional Service Corporation and Limited Liability Company Act, LAKE EYE PROFESSIONALS, P.A., a Florida professional association, and CENTRAL FLORIDA EYE ASSOCIATES, P.A., a Florida professional association, adopt the following Articles of Merger:

ARTICLE I

LAKE EYE PROFESSIONALS, P.A. (hereinafter referred to as "Lake Eye"), hereby merges with and into CENTRAL FLORIDA EYE ASSOCIATES, P.A. (hereinafter referred to as "Central Florida Eye"), with Central Florida Eye Associates, P.A. as the surviving corporation.

ARTICLE II

The Articles of Incorporation of CENTRAL FLORIDA EYE, shall continue as the Articles of Incorporation of the surviving corporation.

ARTICLE III

The Plan of Merger of these Corporations attached to these Articles was adopted by the shareholders of their respective Corporations on December 11, 2002. pursuant to § 607.0704 of the Florida General Corporation Act.

ARTICLE IV

All authorized and outstanding common shares of CENTRAL FLORIDA EYE and the certificates representing such shares shall remain outstanding on and after the effective date of the merger.

ARTICLE V

All authorized and outstanding common shares of LAKE EYE and the certificates representing such shares shall be surrendered and cancelled on the effective date of this merger. The authorized and outstanding common shares of CENTRAL FLORIDA EYE shall be all of the authorized and outstanding common shares of the surviving corporation after the date of this merger.

ARTICLE VI

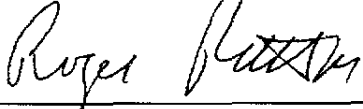
This merger shall be effective on December 31, 2002.

ARTICLE VI

The Plan of Merger is attached hereto as Exhibit "A" and incorporated herein by reference.

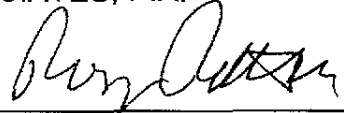
Dated this 11 day of December, 2002.

LAKE EYE PROFESSIONALS, P.A.

By:   
Roger Rath, M.D. President

(CORPORATE SEAL)

CENTRAL FLORIDA EYE  
ASSOCIATES, P.A.

By:   
Roger Rath, M.D., President

(CORPORATE SEAL)

**JOINT PLAN OF MERGER  
BETWEEN LAKE EYE PROFESSIONALS, P.A.  
AND CENTRAL FLORIDA EYE ASSOCIATES, P.A.  
WITH CENTRAL FLORIDA EYE ASSOCIATES, P.A.  
AS THE SURVIVING CORPORATION**

WHEREAS, LAKE EYE PROFESSIONALS, P.A., hereinafter called "LAKE EYE" or the "Surviving Corporation", is a Florida professional association with its principal place of business at 901 North Grove Street, Eustis, Florida; and

WHEREAS, the aggregate number of shares that LAKE EYE is authorized to issue is ten thousand (10,000) common shares at \$0.01 par, of which one hundred (100) shares are outstanding; and

WHEREAS, CENTRAL FLORIDA EYE ASSOCIATES, P.A., hereinafter called "CENTRAL FLORIDA EYE", is a Florida corporation with its principal place of business at 901 N. Grove Street, Eustis, Florida; and

WHEREAS, the aggregate number of shares that CENTRAL FLORIDA EYE is authorized to issue is ten thousand (10,000) common shares at \$0.01 par, of which one hundred (100) shares are outstanding; and

WHEREAS, it is desirable for the benefit of both parties and their shareholders that the properties, businesses, assets, and liabilities of both parties be combined into one surviving corporation, which shall be CENTRAL FLORIDA EYE ASSOCIATES, P.A.

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties hereto, in accordance with the applicable provisions of the laws of the State of Florida, do hereby agree as follows:

1. Merger. LAKE EYE shall be merged with and into CENTRAL FLORIDA EYE, and CENTRAL FLORIDA does hereby merge LAKE EYE with and into itself. On and after the effective date of the contemplated merger:

(a) CENTRAL FLORIDA EYE shall be the Surviving Corporation and shall continue to exist as a domestic corporation under the laws of the State of Florida, with all of the rights and obligations of such surviving domestic corporation as are provided by the Florida General Corporation Act.

(b) LAKE EYE, as a constituent corporation, shall cease to exist and its property shall become the property of CENTRAL FLORIDA EYE as the Surviving Corporation.

2. Articles of Incorporation; By-Laws. The Articles of Incorporation and By-Laws of CENTRAL FLORIDA EYE shall continue as the Articles of Incorporation and By-Laws of the Surviving Corporation.

3. Directors. The directors of CENTRAL FLORIDA EYE shall be directors of the Surviving Corporation.

4. Cancellation of LAKE EYE'S Shares. All authorized and outstanding common shares of LAKE EYE and the certificates representing such shares shall be surrendered and cancelled on the effective date of the merger

5. Continuation of CENTRAL FLORIDA EYE'S Shares. All authorized and outstanding common shares of CENTRAL FLORIDA EYE and the certificates representing such shares shall continue to be all of the authorized and outstanding common shares of the surviving corporation on and after the effective date of the merger.

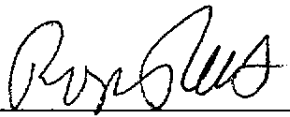
6. Approval. This Agreement and Plan of Merger shall be submitted to the shareholders of LAKE EYE and of CENTRAL FLORIDA EYE for approval. If and when such approval is obtained, the proper officers of each corporation shall, and are hereby authorized and directed to, perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the merger contemplated by this Plan or Agreement.

7. Abandonment of Plan. Notwithstanding any of the provisions of this Agreement, the directors of CENTRAL FLORIDA EYE and/or the directors of LAKE EYE, at any time before or after approval by shareholders of either or both corporations and prior to the effective date of the merger herein contemplated, and for any reason they may deem sufficient and proper, shall have the power and authority to abandon and refrain from making effective the contemplated merger as set forth herein, in which case this Plan and Agreement shall thereby be cancelled and become null and void.



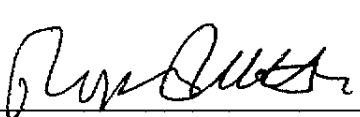
IN WITNESS WHEREOF, LAKE EYE and CENTRAL FLORIDA EYE have caused  
this Agreement to be executed in their corporate names by their respective  
officers this 11 day of December, 2002.

CENTRAL FLORIDA EYE  
ASSOCIATES, P.A.

By:   
Roger Rath, M.D., President

(CORPORATE SEAL)

LAKE EYE PROFESSIONALS, P.A.

By:   
Roger Rath, M.D., President

(CORPORATE SEAL)