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MERGER OR SHARE EXCHANGE

TOMOKA EYE ASSOCIATES, P.A.

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December 22, 2005

FLORIDA DEPARTMENT OF STATE
Division of Corporations

TOMOKA EYE ASSOCIATES, P.A.
790 DUNLAWTON AVENUE
STE A
PORT ORANGE, FL 32127

SUBJECT: TOMOKA EYE ASSOCIATES, P.A.
REF: P98000094377

*See attached
Revision to
name*

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please correct the name of the merging corporation according to our records.

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) 245-6957.

Pamela Smith
Document Specialist

FAX Aud. #: H05000290574
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**ARTICLES OF MERGER BETWEEN
TOMOKA EYE ASSOCIATES, P.A.
AND
FLAGLER EYE CENTER, PA**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes:

ARTICLE 1

The exact name an address of its principal office, jurisdiction, entity type, Florida Document/Registration Number, and FEI for each merging party are as follows:

Name: Tomoka Eye Associates, P.A.
Principal Address: 802 Sterthaus Avenue - Suite C
Ormond Beach, Florida 32174
Jurisdiction & Entity Type: Florida, corporation
Document Number: P98000094377
FEI: 59-3534775

Name: Flagler Eye Center, PA
Principal Address: 2126 John Anderson Drive
Ormond Beach, Florida 32176
Jurisdiction & Entity Type: Florida, corporation
Document Number: P02000105675
FEI: 75-1659676

ARTICLE 2

The exact name, address of its principal office, jurisdiction, entity type, Florida Document/Registration Number, and FEI for the surviving party are as follows:

Name: Tomoka Eye Associates, P.A.
Principal Address: 802 Sterthaus Avenue - Suite C
Ormond Beach, Florida 32174
Jurisdiction & Entity Type: Florida, corporation
Document Number: P98000094377
FEI: 59-3534775

ARTICLE 3

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The attached Plan of Merger meets the requirements of section 607.1101, Florida Statutes, and was approved by the shareholders of Tomoka Eye Associates, P.A. on the 21st day of December, 2005 in accordance with the requirements of Chapter 607, Florida Statutes.

ARTICLE 4

The attached Plan of Merger was approved by the sole shareholder of Flagler Eye Center, PA, on the 21st day of December, 2005 in accordance with the requirements of Chapter 607, Florida Statutes.

ARTICLE 5

The merger shall become effective as of the date these Articles of Merger are filed with the Florida Department of State.

ARTICLE 6

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

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 21st day of December, 2005.

TOMOKA EYE ASSOCIATES, P.A.

FLAGLER EYE CENTER, PA

Richard D. TenHulzen, MD
By: RICHARD D. TENHULTZEN, MD
Its: PRESIDENT & PARTNER
TOMOKA EYE ASSOCIATES


By: Mark E. Kennedy, M.D.
Its: Sole Shareholder & Director

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**PLAN OF MERGER BETWEEN
TOMOKA EYE ASSOCIATES, P.A.
AND
FLAGLER EYE CENTER, PA**

The following Plan of Merger, which was adopted and approved by Tomoka Eye Associates, P.A., a Florida professional corporation (the "Surviving Entity") and Flagler Eye Center, PA, a Florida professional corporation (the "Merged Entity"), is being submitted in accordance with section 607.1101, Florida Statutes.

1. The name and jurisdiction of each merging party are as follows:

Tomoka Eye Associates, P.A., a Florida professional corporation

Flagler Eye Center, PA, a Florida professional corporation

2. The name of the surviving party is:

Tomoka Eye Associates, P.A., a Florida professional corporation

3. On the effective date of the merger the general terms and conditions of the merger are: (i) the separate existence of the Merged Entity shall cease and the Merged Entity shall be merged with and into the Surviving Entity, (ii) the Articles of Incorporation of the Surviving Entity in effect immediately prior to the effective date of the merger, as amended hereby, shall be the Articles of Incorporation of the Surviving Entity, (iii) the Federal Employer Identification Number ("FEI") assigned to the Surviving Entity prior to the effective date of the merger shall remain the FEI used for the Surviving Entity.

4. The manner and basis of converting the shares of the Merged Entity and the Surviving Entity into shares of the Surviving Entity is as follows: On the effective date of the merger, one hundred percent (100%) of the issued shares of the Merged Entity, held in the name of the sole shareholder, shall be cancelled; the shareholders of the Surviving Entity shall retain their respective pre-merger share ownership in the Surviving Entity.

This plan of merger was adopted by the shareholders of the Surviving entity the 2^{1st} day of December, 2005, and was adopted by the sole shareholder of the merged entity the 2^{1st} day of December, 2005.