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FROM: HARPER, KYNES, GELLER
CONTACT: JACK J GELLER
PHONE: (813)799-4840

ACCT#: 070651000745

FAX #: (813)797-8206

NAME: OMEGA HEALTH SYSTEMS OF TAMPA BAY, INC.

AUDIT NUMBER.....H97000021487

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ARTICLES OF MERGER
Merger Sheet

MERGING: _____

HUNTER, SCHULZ & HORTON, INC., a Florida corporation, P93000068263

INTO

OMEGA HEALTH SYSTEMS OF TAMPA BAY, INC., a Florida corporation,
V64441.

File date: December 31, 1997 , effective January 1, 1998

Corporate Specialist: Darlene Connell

01/05/98 13:43

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01/02/98 14:53 Florida Department p1 /1



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 2, 1998

OMEGA HEALTH SYSTEMS OF TAMPA BAY, INC.
OMEGA EYE ASSOCIATES
1840 N HIGHLAND AVE
CLEARWATER, FL 34615US

SUBJECT: OMEGA HEALTH SYSTEMS OF TAMPA BAY, INC.
REF: V64441

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

OUR RECORDS REFLECT THE MERGING CORPORATIONS NAME TO READ AS FOLLOWS:
HUNTER, SCHULZ & HORTON, O.D., P.A. PLEASE CORRECT YOUR DOCUMENT
ACCORDINGLY.

The name of the person signing the document must be typed or printed beneath or opposite the signature.

Section 621.13, Florida Statutes, states that a professional corporation or a professional limited liability company organized under this act shall exchange shares or merge only with other domestic professional corporations or professional limited liability companies organized under this act to render the same specific professional service.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Barlene Connell
Corporate Specialist

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HARPER, KYNES

001/003

HARPER, KYNES, GELLER, WATSON & BUFORD, P.A.

Attorneys At Law

CHARLES A. BUFORD**+
JACK J. GELLER**
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PRACTICE IN CALIFORNIA

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BUSINESS LITIGATION LAW

2560 GULF TO BAY BOULEVARD
SUITE 300
CLEARWATER, FLORIDA 34625
TELEPHONE (813) 799-4840
FAX (813) 797-8206

PLEASE REPLY TO:

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OF COUNSEL:
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DEBORAH POINTER KYNES

121 NORTH OSCEOLA AVENUE
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CLEARWATER, FLORIDA 34615
TELEPHONE (813) 447-7373
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Our File #

FAX TRANSMISSION COVER SHEET

DATE:

1/6/98

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TO:

Darlene Connell

FROM:

Jack J. Geller, Esq.

SUBJECT:

Omega / Hunter Schulz + Horton

TOTAL NUMBER OF PAGES, INCLUDING THIS SHEET:

3

IF THERE ARE ANY PROBLEMS WITH MESSAGE, PLEASE CALL (813) 799-4840

MESSAGE

98 JAN 13

the name Omega Health Systems, Inc. in
paragraph 3 is correct.

HARD COPY TO FOLLOW:

YES

NO

The information contained in this transmittal is attorney privileged and confidential. It is intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution, or copy of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone, collect, or return the original message to us at the above address via the U.S. Postal Service. We will reimburse you for postage.

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**ARTICLES OF MERGER
OF HUNTER, SCHULZ & HORTON, INC..
AND OMEGA HEALTH SYSTEMS OF TAMPA BAY, INC.**

Pursuant to the provisions of Florida Statutes Section 607.1105, the undersigned corporations adopt the following Articles of Merger for the purpose of merging into one corporation:

ARTICLE I - ADOPTION

A Plan of Merger was adopted by the Board of Directors and approved by the Shareholders of each of the undersigned corporations as follows:

<u>Name of Corporation</u>	<u>Date of Approval</u>	<u>EFFECTIVE DATE</u>
Hunter, Schulz & Horton, Inc.	December 22, 1997	<u>1-1-98</u>
Omega Health Systems of Tampa Bay, Inc.	December 22, 1997	

ARTICLE II - PLAN OF MERGER

The Plan of Merger (the "Plan") adopted by each of the undersigned corporations is as follows:

- Effective Date.** The Plan shall be effective as of the filing of the Articles of Merger at which date the separate existence of Hunter, Schulz & Horton, Inc. shall cease and shall be merged into Omega Health Systems of Tampa Bay, Inc. (the "Surviving Corporation").
- Articles of Incorporation; Bylaws.** The Articles of Incorporation and Bylaws of the Surviving Corporation in existence at the effective date of this Plan shall be the Articles of Incorporation and Bylaws of the Surviving Corporation until the same shall be altered or amended in accordance with the provisions thereof.
- Exchange of Shares.** At the effective date of this Plan, the shares of the issued and outstanding stock of Hunter, Schulz & Horton, Inc. shall be exchanged for 128,370 shares of the Common Stock of Omega Health Systems, Inc. and \$1,000,000.00.

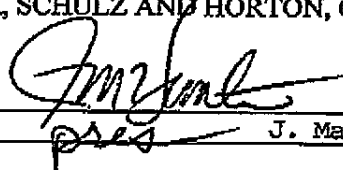
IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on this 22nd day of December, 1997.

HUNTER, SCHULZ & HORTON, INC.
E/k/a

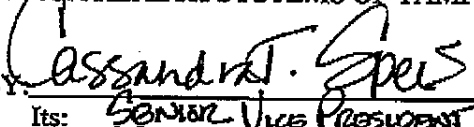
HUNTER, SCHULZ AND HORTON, O.D., P.A.

THIS INSTRUMENT PREPARED BY:

JACK J. GELLER, Attorney
2560 Gulf To Bay Boulevard
Suite 300
Clearwater, Florida 34625
813 - 799-4840
Florida Bar No. 243991

BY: 
Its: pres J. Matthew Hunter

OMEGA HEALTH SYSTEMS OF TAMPA BAY, INC.

BY: 
Its: Senior Vice President
Cassandra J. Spire