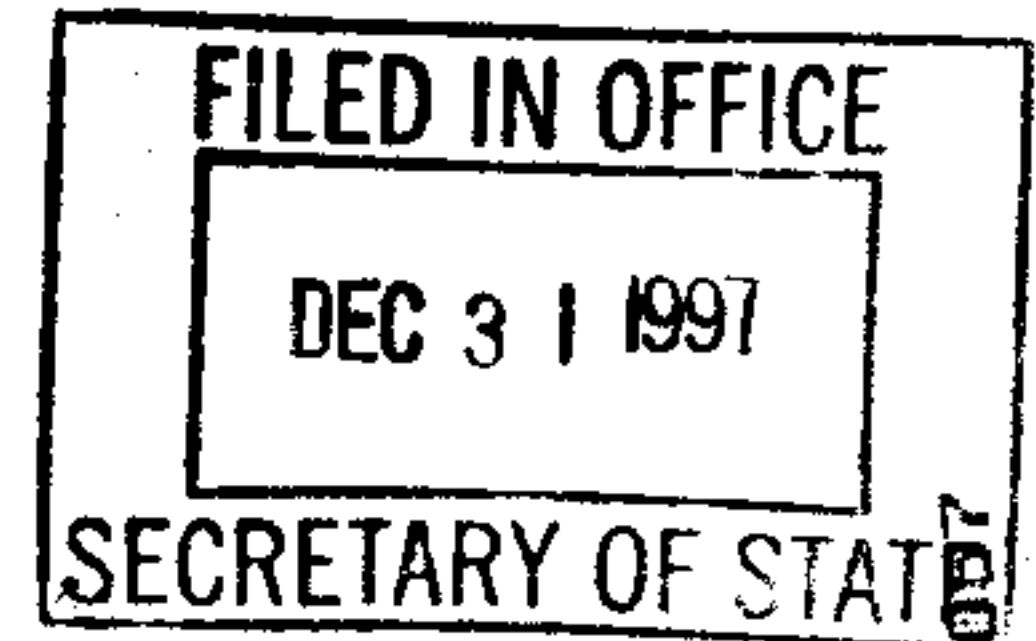


**ARTICLES OF MERGER
OF
WILLIAM G. MCINNISH, O.D., P.A.
(the "Terminating Association")
INTO
EYE CARE ASSOCIATES, INC.
(the "Surviving Corporation")**



Inst # 1998-01057

Pursuant to the provisions of Section 10-2B-11.05 Code of Alabama, the Terminating Association and the Surviving Corporation adopt the following Articles of Merger for the purpose of merging the Terminating Association into the Surviving Corporation:

FIRST: The attached Joint Agreement and Plan of Merger was approved by the shareholders of the Terminating Association and the Surviving Corporation in the manner prescribed by the Alabama Business Corporation Act.

SECOND: As to the Terminating Association, the only shares outstanding are common voting, and the number of shares outstanding are as follows:

<u>NAME OF CORPORATION</u>	<u>NUMBER OF SHARES OUTSTANDING</u>
William G. McInnish, O.D., P.A.	1,000

As to the Surviving Corporation, the only shares outstanding are Class A Common Voting, and the number of Class A Common Voting shares outstanding are as follows:

<u>NAME OF ASSOCIATION</u>	<u>NUMBER OF SHARES OUTSTANDING</u>
Eye Care Associates, Inc.	1,000,000

THIRD: As to the Terminating Association, the total number of shares voted for and against such Joint Agreement and Plan of Merger, respectively, is as follows:

<u>NAME OF ASSOCIATION</u>	<u>TOTAL VOTED FOR</u>	<u>TOTAL VOTED AGAINST</u>
William G. McInnish, O.D., P.A.	1,000	0

Inst # 1998-01057

1

01/12/1998-01057
12:34 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
009 MCD 25.00

As to the Surviving Corporation, the total number of shares voted for and against the Joint Agreement and Plan of Merger, is as follows:

<u>NAME OF CORPORATION</u>	<u>TOTAL VOTED FOR</u>	<u>TOTAL VOTED AGAINST</u>
Eye Care Associates, Inc.	1,000,000	0

FOURTH: The Articles of Incorporation of the Terminating Association and the Surviving Corporation were filed in the following counties:

William G. McInnish, O.D., P.A. Baldwin
Eye Care Associates, Inc. Shelby

FIFTH: The Effective Date of the merger shall be January 1, 1998.

DATED this 29th day of December, 1997.

EYE CARE ASSOCIATES, INC.

By:


Its. President

EXHIBIT "A"

JOINT AGREEMENT AND PLAN OF MERGER
FOR
WILLIAM G. MCINNISH, O.D., P.A.,
(an Alabama Professional Association)

AND

EYE CARE ASSOCIATES, INC.
(an Alabama Corporation)

THIS JOINT AGREEMENT AND PLAN OF MERGER is made and entered into this 29th day of December, 1997, by and between **WILLIAM G. MCINNISH, O.D., P.A.**, a professional association organized under the laws of the State of Alabama (the "Terminating Association") and as approved by resolution adopted by a unanimous vote of the sole director of such Terminating Association and the sole shareholder of such Terminating Association; and **EYE CARE ASSOCIATES, INC.** (the "Surviving Corporation"), a corporation organized under the laws of the State of Alabama, and as approved by resolution adopted by a unanimous vote of the members of its Board of Directors and its Shareholders.

WHEREAS, the Terminating Association, and the Surviving Corporation, and the respective Boards of Directors of each, deem it advisable and to the advantage, welfare and best interest of said corporations and their respective Shareholders to merge the Surviving Corporation and the Terminating Association pursuant to the provisions of the Alabama Business Corporation Act.

NOW THEREFORE, in consideration of the premises and of the joint and mutual agreement of the parties hereto, this Joint Agreement and Plan of Merger and the terms and conditions hereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and jointly agreed upon.

1. The Surviving Corporation and the Terminating Association shall, pursuant to the provisions of the Alabama Business Corporation Law, be merged with and into a single corporation, Eye Care Associates, Inc. (an Alabama Corporation), which shall be the Surviving Corporation upon the effective date of the merger, and which shall continue to exist as said Surviving Corporation under the name of Eye Care

Associates, Inc., pursuant to the Alabama Business Corporation Act. The separate existence of the Terminating Association shall cease upon the effective date of the merger in accordance with the provisions of the Alabama Business Corporation Act.

2. The Articles of Incorporation of the Surviving Corporation as in force and effect upon the effective date of the merger shall be the Articles of Incorporation of said Surviving Corporation, and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the Alabama Business Corporation Act.

3. The By-Laws of the Surviving Corporation as in force and effect upon the effective date of the merger will be the By-Laws of said Surviving Corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the laws of the State of Alabama.

4. The total issued and outstanding shares of stock of the Surviving Corporation and Terminating Association before the merger are as indicated on the attached Exhibit "4A", which represent all the issued and outstanding stock of the Surviving Corporation and Terminating Association as indicated. Upon the effective date of merger, the total issued and outstanding shares of the capital stock of the Terminating Association shall be converted into share(s) of the Surviving Corporation's Class A Voting Common Stock as set out on Exhibit "4B" hereto and such stock shall be issued by the Surviving Corporation. The Class A Voting Common Stock of the Surviving Corporation shall not be converted, canceled or retired, but each said share which is issued and outstanding as of the effective date of the merger shall continue to represent one issued share of the Class A Voting Common Stock of the Surviving Corporation.

The voting powers, preferences, limitations and restrictions on the Class A Common Voting Stock of the Surviving Corporation shall be as indicated in the Articles of Incorporation of the Surviving Corporation.

5. This Joint Agreement and Plan of Merger has been submitted to the sole Shareholder of the Terminating Association for his approval or rejection in the manner prescribed by the provisions of the Alabama Business Corporation Act, and has been submitted to the Shareholders of the Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the Alabama Business Corporation

Act, and the Shareholders of each respective corporation have unanimously approved this Joint Agreement and Plan of Merger.

6. The Surviving Corporation shall hereafter possess all the rights, privileges, immunities and franchises, of a public as well as of a private nature, of the Terminating Association, and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choices in action, and all and every other interest of or belonging to or due to the Terminating Association, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed. Title to any real estate, or any interest therein, vested in the Terminating Association shall not revert or be in any way impaired by reason of this merger.

7. The Surviving Corporation shall henceforth be responsible and liable for all the liabilities and obligations of the Terminating Association, and any claim existing or action or proceeding pending by or against said Terminating Association may be prosecuted as if such merger had not taken place, or such Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of the Terminating Association shall be impaired by reason of this merger.

8. (a) The Terminating Association and the Surviving Corporation do hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Alabama, and that they will cause to be performed all necessary acts therein and elsewhere to consummate this Joint Agreement and Plan of Merger and to effectuate the merger herein provided for.

(b) The Board of Governors and the proper Officers of the Terminating Association and the Board of Directors and the proper offices of the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to consummate this Joint Agreement and Plan of Merger and to carry out or put into effect any of the provisions of this Joint Agreement and Plan of Merger or of the merger herein provided for.

9. Upon the effective date of this merger, all of the rights, powers, privileges, franchises, and all property, real and personal, or mixed, and all debts due to be paid or any accounts and all other things in

action belonging to the Terminating Association, shall be vested in the Surviving Corporation, and shall thereafter be, without further act or deed the property of the Surviving Corporation; and the title to any real estate by deed or otherwise shall vest in the Surviving Corporation and shall not in any way be impaired by reason of this merger; provided however, that all rights of creditors and all liens upon the property of the Terminating Association shall be preserved unimpaired, and all debts, liabilities and duties of the Terminating Association shall thereafter be attributed to the Surviving Corporation and may be enforced against it to the same extent as if said debts, duties and liabilities had been incurred or contracted by it.

WILLIAM G. MCINNISH, O.D., P.A.

By: William G. McInnish, O.D.
WILLIAM G. MCINNISH, O.D.
Its: President

EYE CARE ASSOCIATES, INC.

By: [Signature]
Print Name PRES
Its: A. J. Crooks

EXHIBIT 4A TO JOINT AGREEMENT AND PLAN OF MERGER

TERMINATING ASSOCIATION:

<u>ASSOCIATION NAME</u>	<u>NUMBER OF SHARES</u>	<u>PERCENTAGE</u>
WILLIAM G. MCINNISH, O.D., P.A.	1,000 Common Voting Shares	100%

SURVIVING CORPORATION:

EYE CARE ASSOCIATES, INC.	1,000,000 Class A Voting Common Shares	100%
---------------------------	--	------

EXHIBIT 4B TO JOINT AGREEMENT AND PLAN OF MERGER

<u>TERMINATING ASSOCIATION</u>	<u>SHAREHOLDERS AND NUMBER OF SHARES OF TERMINATING ASSOCIATION</u>	<u>NUMBER OF SHARES IN SURVIVING CORPORATION</u>
WILLIAM G. MCINNISH, O.D., P.A.	WILLIAM G. MCINNISH, O.D. - 1,000	WILLIAM G. MCINNISH, O.D. - 70,000

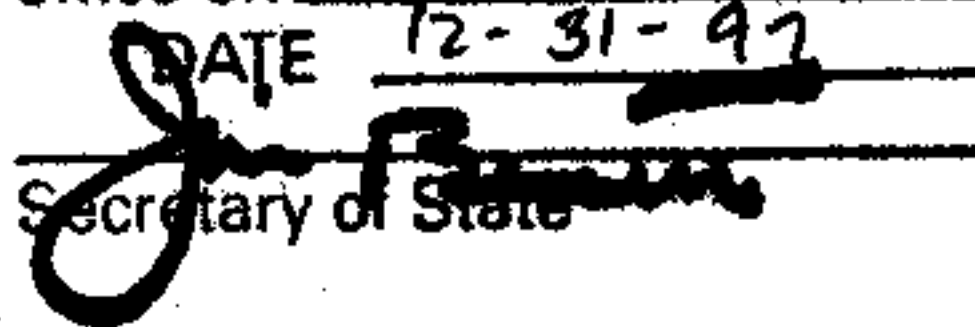
Inst # 1998-01057

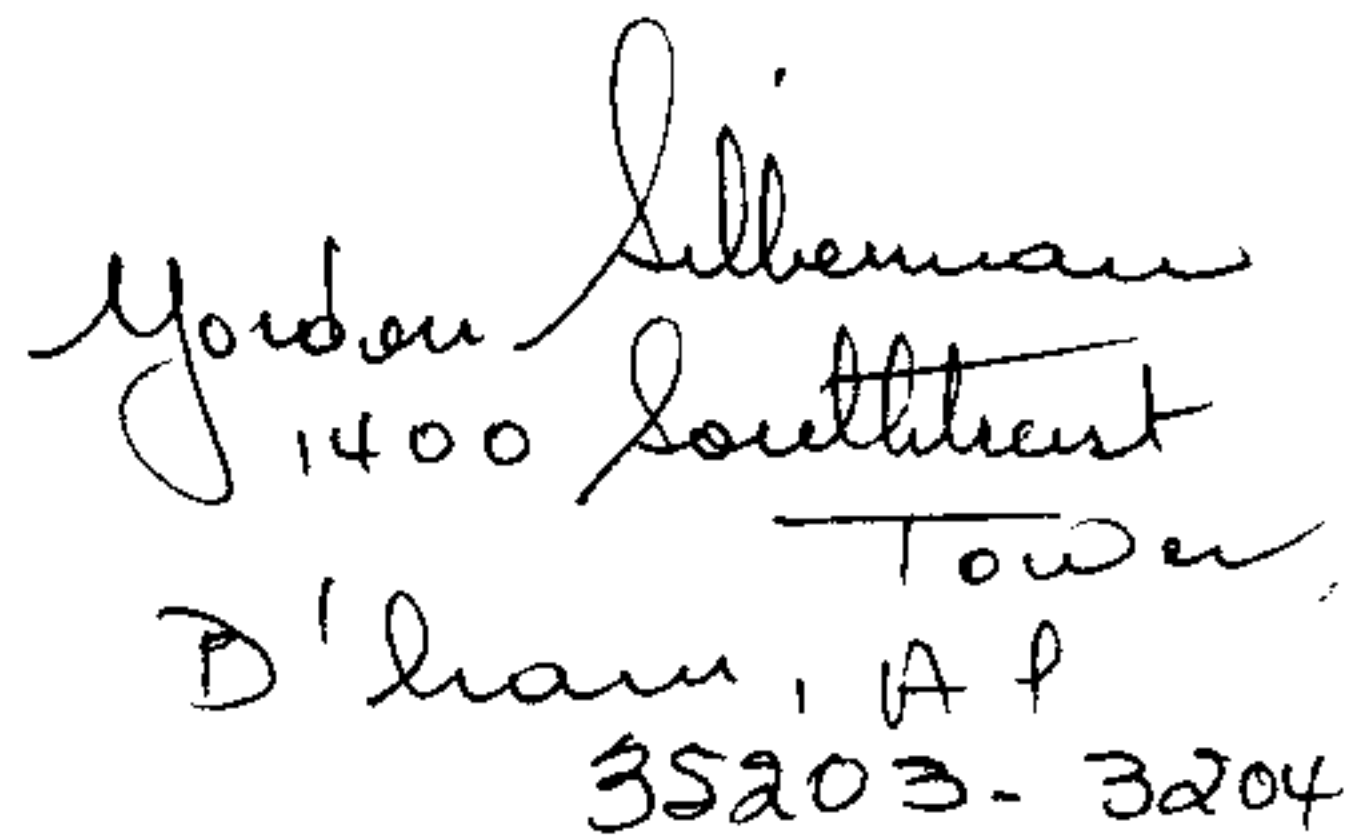
Inst # 1998-01057

01/12/1998-01057
12:34 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
009 MCD 25.00

Secretary of State
Office of The Secretary of State

I hereby certify that this is a
true and correct copy of the
document(s) filed in this office
and certificate issued by this
office on 12-31-97

DATE 12-31-97

Secretary of State


Gordon Sullivan
1400 Southeast
Tower
D'ham, A P
35203-3204