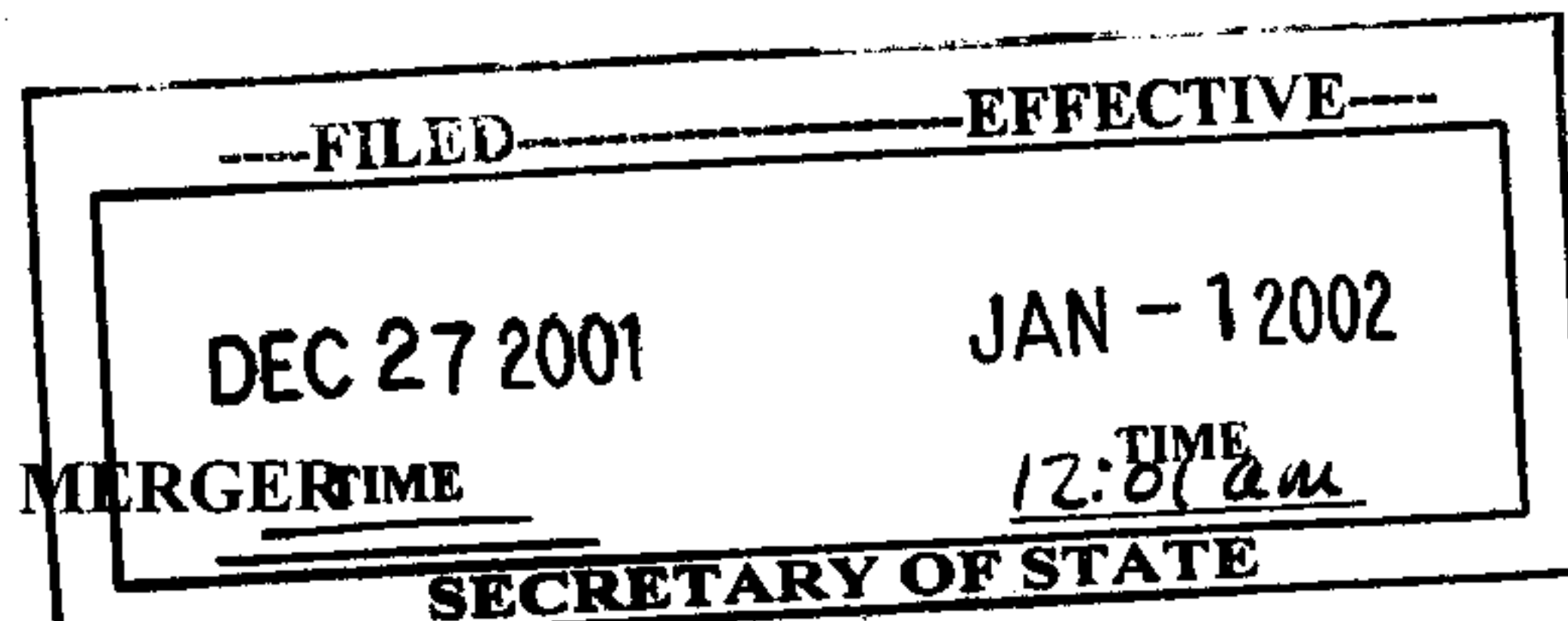


**ARTICLES OF MERGER
OF
DR. MICHAEL J. CARBONI, P.C.
(the "Terminating Corporation")
INTO
EYE CARE ASSOCIATES, INC.
(the "Surviving Corporation")**



Inst # 2002-00083

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

FIRST: The Joint Agreement and Plan of Merger, attached as Exhibit "A", was approved by the Shareholder of the Terminating Corporation and the Surviving Corporation in the manner prescribed by the Alabama Business Corporation Act.

SECOND: As to the Terminating Corporation, 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>
DR. MICHAEL J. CARBONI, P.C.	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 CORPORATION</u>	<u>NUMBER OF SHARES OUTSTANDING</u>
EYE CARE ASSOCIATES, INC.	1,584,000

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

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SHELBY COUNTY JUDGE OF PROBATE
004 MEL 25.00

<u>NAME OF CORPORATION</u>	<u>TOTAL VOTED FOR</u>	<u>TOTAL VOTED AGAINST</u>
DR. MICHAEL J. CARBONI, P.C.	1,000	0

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.	1,584,000	0

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

DR. MICHAEL J. CARBONI, P.C.	Madison
EYE CARE ASSOCIATES, INC.	Shelby

FIFTH: The Effective Date of the merger shall be 12:01 a.m., January 1, 2002.

DATED this 26th day of December, 2001.

EYE CARE ASSOCIATES, INC.

By: 
Its: President

EXHIBIT "A"

JOINT AGREEMENT AND PLAN OF MERGER

FOR

DR. MICHAEL J. CARBONI, P.C.
(an Alabama Professional Corporation)

AND

EYE CARE ASSOCIATES, INC.
(an Alabama Corporation)

THIS JOINT AGREEMENT AND PLAN OF MERGER is made and entered into this 26th day of December, 2001, by and between **DR. MICHAEL J. CARBONI, P.C.**, an Alabama professional corporation organized under the laws of the State of Alabama (the "Terminating Corporation") and as approved by resolution adopted by a unanimous vote of the Shareholder and director of such Terminating Corporation; 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 Shareholder.

WHEREAS, the Terminating Corporation, 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 Shareholder to merge the Surviving Corporation and the Terminating Corporation 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 Corporation 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 Corporation 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 Corporation 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 Corporation as indicated. Upon the effective date of merger, the total issued and outstanding shares of the capital stock of the Terminating Corporation 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.

This Joint Agreement and Plan of Merger has been submitted to all the Shareholder of the Terminating Corporation for their approval or rejection in the manner prescribed by the provisions of the Alabama Business Corporation Act, and has been submitted to all the Shareholder of the Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the Alabama Business Corporation Act, and all the Shareholder 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 Corporation, 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 Corporation, 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 Corporation 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 Corporation, and any claim existing or action or proceeding pending by or against said Terminating Corporation 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 Corporation shall be impaired by reason of this merger.


8. (a) The Terminating Corporation 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 Corporation and the Board of Directors and the proper Officers 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 Corporation, 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 Corporation shall be preserved unimpaired, and all debts, liabilities and duties of the Terminating Corporation 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.

**TERMINATING CORPORATION:
DR. MICHAEL J. CARBONI, P.C.**

By: 
Print Name MICHAEL J. CARBONI
Its: PRES.

**SURVIVING CORPORATION:
EYE CARE ASSOCIATES, INC.**


By: 
Print Name T. Crooks
Its: PROD

EXHIBIT 4A
TO JOINT AGREEMENT AND PLAN OF MERGER

TERMINATING CORPORATION:

<u>CORPORATION NAME</u>	<u>NUMBER OF SHARES</u>	<u>PERCENTAGE</u>
DR. MICHAEL J. CARBONI, P.C.	1,000 Common Voting Shares	100%

SURVIVING CORPORATION:

EYE CARE ASSOCIATES, INC.	1,584,000 Class A Voting Common Shares	100%
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EXHIBIT 4B
TO JOINT AGREEMENT AND PLAN OF MERGER

<u>TERMINATING CORPORATION</u>	<u>SHAREHOLDER AND NUMBER OF SHARES OF TERMINATING CORPORATION</u>	<u>NUMBER OF SHARES IN SURVIVING CORPORATION</u>
DR. MICHAEL J. CARBONI, P.C.	MICHAEL J. CARBONI, O.D. - 1,000	MICHAEL J. CARBONI, O.D. - 100,000

Secretary of State
State of Alabama

I hereby certify that this is a
true and complete copy of the
document filed in this office
on December 27, 2001

DATE December 27, 2001

Secretary of State

Joe Bennett

Inst # 2002--00083

01/02/2002--00083
10:33 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
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