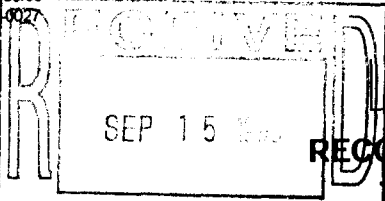


09-22-1999



101151454

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New MRD9-15-99
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
03/31/1998

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

09/22/1999 DNGUYEN 00000061 1672800

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 25.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 001962 FRAME: 0095

Domestic Representative Name and Address Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,672,800"/>	<input type="text" value="1,779,877"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

COURTENAY B. ALLEN

Name of Person Signing Signature Date Signed

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on March 31, 1998, as shown by the records of this office.

The document number of the surviving corporation is P96000038375.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-sixth day of August, 1999



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

TRADEMARK

REEL: 001962 FRAME: 0097

ARTICLES OF MERGER OF

EYECARE ONE CORP.,
a Delaware corporation

INTO

VISION TWENTY-ONE, INC.,
a Florida corporation

98 MAR 31 PM 4:39
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Section 607.1101 entitled and Delaware Statutes Section 252, the undersigned corporations adopt the following Articles of Merger:

FIRST: The Agreement and Plan of Merger ("Plan of Merger") attached hereto as Exhibit A was adopted by the Board of Directors and all of the shareholders of Eyecare One Corp., a Delaware corporation (the "Merged Corporation"), as of March 30, 1998. The Plan of Merger was adopted by the Board of Directors of Vision Twenty-One, Inc., a Florida corporation (the "Surviving Corporation"), as of March 30, 1998. Shareholder approval is not required for the Surviving Corporation.

SECOND: The Effective Date and Time of these Articles of Merger shall be the date and time filed with the Florida Secretary of State in accordance with Florida Statutes Chapter 607 and the date and time filed with the Delaware Secretary of State in accordance with Delaware Statutes Section 251.

THIRD: At the Effective Date the following actions will occur in accordance with the Plan of Merger:

- a. The Merged Corporation shall be merged with and into the Surviving Corporation (hereinafter, the "Merger").
- b. The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Date shall thereafter continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until altered or amended as provided therein or by law.
- c. The currently issued and outstanding shares of common stock of the Surviving Corporation owned by its shareholders immediately prior to the Merger shall remain as the issued and outstanding common stock of the Surviving Corporation after the Merger.
- d. All of the shares of common stock of the Merged Corporation issued and outstanding immediately prior to the Effective Date shall be canceled and replaced with an aggregate of nine hundred sixty-one thousand eight hundred fourteen (961,814) shares of common stock of the Surviving Corporation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of this 31st day of March, 1998.

MERGED CORPORATION:

EYECARE ONE CORP.

By: [Signature]
Robert L. Sowinski, President

By: [Signature]
Stephen L. Chernof, Secretary

SURVIVING CORPORATION:

VISION TWENTY-ONE, INC.

By: _____
Theodore N. Gillette, President

By: _____
Richard L. Sanchez, Secretary

STATE OF WISCONSIN)
COUNTY OF Milwaukee)

The foregoing instrument was acknowledged before me this 28th day of March 1998, by Robert L. Sowinski and Stephen L. Chernof who are known to me, or who [] provided _____ as identification, and who did take an oath, as President and Secretary of EYECARE ONE CORPORATION, a Wisconsin corporation, on behalf of said corporation.

[Signature]
Notary Public
Print Name: DAVID R. NAVARRE
My Commission Expires: is permanent

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of this 31st day of March, 1998.

MERGED CORPORATION:

EYECARE ONE CORP.

By: _____
Robert L. Sowinski, President

By: _____
Stephen L. Chernof, Secretary

SURVIVING CORPORATION:

VISION TWENTY-ONE, INC.

By: _____
Theodore N. Gillette, President

By: _____
Richard L. Sanchez, Secretary

STATE OF WISCONSIN)
COUNTY OF _____)

The foregoing instrument was acknowledged before me this ___ day of March 1998, by Robert L. Sowinski and Stephen L. Chernof who [] are known to me, or who [] provided _____ as identification, and who did take an oath, as President and Secretary of EYECARE ONE CORPORATION, a Wisconsin corporation, on behalf of said corporation.

Notary Public
Print Name: _____
My Commission Expires: _____

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 30th day of March, 1998, by THEODORE N. GILLETTE and RICHARD L. SANCHEZ, who [] are known to me, or who [] provided _____ as identification, and who did take an oath, as President and Secretary of Vision Twenty-One, Inc., a Florida corporation, on behalf of said corporation.



JUDITH T ALLEN
COMMISSION # CC 497340
EXPIRES SEP 21, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

Judith T. Allen

Notary Public

Print Name: JUDITH T. ALLEN

My Commission Expires: 9/21/99

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, made and entered into as of the 31st day of March 1998, by and between Eyecare One Corp., a Delaware corporation (the "Merged Corporation"), and Vision Twenty-One, Inc., a Florida corporation (the "Surviving Corporation").

WITNESSETH:

WHEREAS, the Merged Corporation is a Delaware corporation and currently has nine thousand seven hundred seventy two (9,772) shares issued and outstanding;

WHEREAS, the Surviving Corporation is a Florida corporation and currently has twelve million two hundred eighty-two thousand nine hundred thirteen (12,282,913) shares issued and outstanding;

WHEREAS, the Board of Directors of the Merged Corporation deems it advisable and in the best interests of the Merged Corporation to merge with and into the Surviving Corporation pursuant to Florida Statutes Section 607.1101, Delaware Statutes Section 252 and Sections 368(a)(1)(A) and 368(a)(2)(D) of the Internal Revenue Code of 1986, as amended, entitled "Statutory Merger or Consolidation" so that no gain or loss will be recognized by the Merged Corporation for federal income tax purposes, and the Board of Directors deems it advisable that the Surviving Corporation shall be the surviving corporation and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger");

WHEREAS, this Agreement and Plan of Merger was approved and adopted by the Board of Directors and all of the shareholders of the Merged Corporation in the manner prescribed by Delaware Statutes Section 251;

WHEREAS, this Agreement and Plan of Merger was approved and adopted by the Board of Directors of the Surviving Corporation, in the manner prescribed by Florida Statutes Section 607.1103; and

WHEREAS, approval of the Agreement and Plan of Merger by the shareholders of the Surviving Corporation is not required by either Delaware Statutes Section 251 or Florida Statutes Section 607.1103.

NOW THEREFORE, in consideration of the mutual covenants, agreements and provisions contained herein, the parties hereto agree, in accordance with the provisions of Florida Statutes Chapter 607 and Delaware Title 8, that the Merged Corporation shall be and hereby is merged with and into the Surviving Corporation, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the shares of stock of the Merged Corporation shall be as hereinafter set forth.

JCEI\vision 21\Wisconsin\Plan of Merger. doc

ARTICLE I
CORPORATE EXISTENCE

A. Upon the Merger becoming effective, (i) the separate existence of the Merged Corporation shall cease, (ii) the Surviving Corporation shall continue and be governed by the laws of the State of Florida, (iii) all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choses in action belonging to the Merged Corporation shall be taken and be deemed to be transferred to and vested in the Surviving Corporation and shall be thereafter as effectively the property of the Surviving Corporation as they were the property of the Merged Corporation, and (iv) the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation. Upon the Merger becoming effective, all rights of creditors and all liens upon the property of the Merged Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

ARTICLE II
ARTICLES OF INCORPORATION OF SURVIVING CORPORATION

The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Articles of Incorporation of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE III
BYLAWS OF SURVIVING CORPORATION

The Bylaws of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE IV
BOARD OF DIRECTORS, OFFICERS AND
SHAREHOLDERS OF SURVIVING CORPORATION

The Board of Directors, officers and shareholders of the Surviving Corporation immediately prior to the time the Merger becomes effective, shall, upon the Merger becoming effective, be and remain the directors, officers and shareholders of the Surviving Corporation until their successors are elected and qualified or the shareholders transfer their ownership in the Surviving Corporation.

ARTICLE V
MANNER OF CONVERTING SHARES

The currently issued and outstanding shares of common stock of the Surviving Corporation immediately prior to the Merger shall remain as the issued and outstanding shares of common stock of the Surviving Corporation after the Merger. All of the shares of common stock of the Merged Corporation issued and outstanding at the time of the effective date of the Merger shall be canceled and replaced with nine hundred sixty-one thousand eight hundred fourteen (961,814) shares of common stock of the Surviving Corporation.

ARTICLE VI
APPROVAL OF MERGER

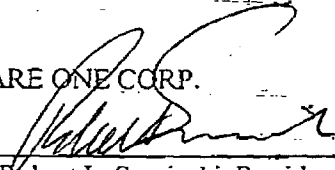
This Agreement and Plan of Merger has been approved by the Board of Directors and all of the shareholders of the Merged Corporation and the Board of Directors of the Surviving Corporation, as provided by Florida Statutes Section 607.1103 and Delaware Statutes Section 251 as of March 30, 1998.

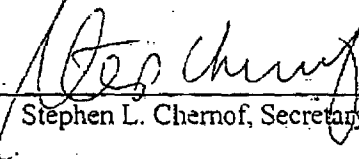
ARTICLE VII
EFFECTIVE DATE OF MERGER

This Merger shall become effective upon filing with (i) the Delaware Secretary of State in accordance with Delaware Statutes Title 8 and (ii) the Florida Secretary of State in accordance with Florida Statutes Chapter 607.

IN WITNESS WHEREOF, the Merged Corporation and the Surviving Corporation have signed this Agreement under their corporate seals the day and year first above written.

EYECARE ONE CORP.

By: 
Robert L. Sowinski, President

By: 
Stephen L. Chernof, Secretary

VISION TWENTY-ONE, INC.

By: _____
Theodore N. Gillette, President

By: _____
Richard L. Sanchez, Secretary

JCEI\vision 21\Wisconsin\Plan of Merger. doc

IN WITNESS WHEREOF, the Merged Corporation and the Surviving Corporation have signed this Agreement under their corporate seals the day and year first above written.

EYECARE ONE CORP.

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By: _____
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VISION TWENTY-ONE, INC.

By: _____
Theodore N. Gillette, President

By: _____
Richard L. Sanchez, Secretary