

FORM 27

Securities Acts of Ontario and Alberta

MATERIAL CHANGE REPORT UNDER SECTION 75(2) OF THE SECURITIES ACT (ONTARIO), SECTION 118 OF THE SECURITIES ACT (ALBERTA)

Item 1 - Reporting Issuer

The reporting issuer is ICON Laser Eye Centers, Inc. ("ICON"). Its principal office is located at 1 Yonge Street, Suite 1014, Toronto, Ontario, M5E 1E5.

Item 2 - Date of Material Change

The material change occurred on February 24, 2000.

Item 3 - Press Release

A news release was issued on February 24, 2000.

Item 4 - Summary of Material Change

ICON purchased 1,000,000 shares of common stock of VisionAmerica Incorporated ("VisionAmerica") for an aggregate purchase price of U.S.\$4,000,000.

Item 5 - Full Description of Material Change

Pursuant to a subscription agreement dated February 24, 2000 between ICON and VisionAmerica (the "Agreement"), ICON purchased 1,000,000 shares of common stock of Vision America (the "Common Stock"). The Common Stock was purchased at U.S.\$4.00 per share for an aggregate purchase price of U.S.\$4,000,000. The Common Stock was purchased as a private placement and has not been registered pursuant to any securities laws. ICON has acquired the Common Stock for its own account for investment purposes only. In accordance with the provisions of the Agreement, VisionAmerica has agreed to use its best efforts to cause the registration of the Common Stock with the United States Securities and Exchange Commission by June 30, 2000.

To finance this acquisition, ICON has borrowed U.S.\$4,000,000 with interest accruing at the rate of 12% per annum (the "Loan"). The Loan becomes due and payable on the earlier of (i) August 31, 2000 or (ii) the date of closing of a takeover of ICON. In connection with the Loan, ICON has paid a cash fee in the amount of 6% of the amount of the loan as well as 120,000 common shares of ICON. As security for the Loan, ICON entered into a general security agreement with the Lender and pledged the Common Stock.

ICON and VisionAmerica are in the process of jointly marketing laser refractory services under the ICON brand through VisionAmerica fixed sites, starting with Tampa, Orlando and Chicago. The parties are also in the very preliminary stages of discussing a business combination.

Item 6 - Reliance on Section 75(3) of the Act

N/A

Item 7 - Omitted Information

N/A

Item 8 - Senior Officers

The name of a senior officer of ICON who is knowledgeable about the material change and who can be contacted is: Mr. Joseph Krupa, 1 Yonge Street, Suite 1014, Toronto, Ontario, M5E 1E5, Tel: (416) 340-0012, Fax: (416) 364-7636.

Item 9 - Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Toronto, Ontario this 1st day of March, 2000.

ICON LASER EYE CENTERS, INC.

By: signed by
Joseph Krupa
Secretary