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State of Idaho

Department of State

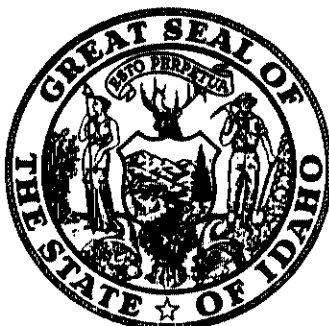
CERTIFICATE OF INCORPORATION OF

EYE CLINIC OF SANDPOINT, P.A.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: November 19, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Dahlin*

ARTICLES OF INCORPORATION
OF RECEIVED
EYE CLINIC OF SANDPOINT, P.A. SEC. OF STATE

92 NOV 19 AM 8 35

The undersigned, being over 18 years of age, a citizen of the United States of America and a person duly licensed by the state of Idaho to engage in the profession of ophthalmology, hereby forms the following professional service corporation pursuant to the Idaho Professional Service Corporation Act.

I

The name of the corporation is EYE CLINIC OF SANDPOINT, P.A.

II

The period of its duration is perpetual.

III

The purpose for which the corporation is organized is to engage in the practice of ophthalmology and allied professional services.

This corporation may not render such professional services except through its officers, employees and agents who are duly licensed or otherwise legally authorized to render such professional services in Idaho.

IV

The aggregate number of shares which the corporation shall have authority to issue is 5,000 shares, all one class, and of \$1.00 par value.

Shareholders may include only natural persons who themselves are duly licensed or otherwise legally authorized

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by the state of Idaho to engage in the profession of ophthalmology.

V

The address of the initial registered office of the corporation is 307 South First Avenue, Sandpoint, Idaho 83864. The name of the registered agent at such address is Charles C. George, M.D.

VI

The number of directors constituting the initial board of directors of the corporation is one (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor is elected and shall qualify is: Charles C. George, M.D., 5575 Baldy Mountain Road, Sandpoint, ID 83864.

Except as provided in Section 30-1309A, Idaho Code, no person who is not licensed or otherwise legally authorized to practice ophthalmology in Idaho may be a shareholder or serve as a director or general officer of this corporation, provided however, that as long as there shall be only one shareholder of this corporation, the office of secretary may be held by a person who is not licensed or otherwise legally authorized to practice ophthalmology in Idaho.

VII

The name and address of the incorporator is Charles C. George, M.D., 5575 Baldy Mountain Road, Sandpoint, ID 83864.

Dated this 12 day of November, 1992.


Charles C. George, Incorporator

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