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99 OCT -4 AM 10:55

STATE OF IDAHO

ARTICLES OF INCORPORATION
OF

Larry Breazeal, O.D., P.A.

KNOW ALL MEN BY THESE PRESENTS: That I/we the under-
Signed national person(s) of lawful age and citizen(s) of
the United States for the purpose of forming a professional
corporation pursuant to the provisions of the Idaho Profes-
sional Service Corporation Act (Title 30, Chapter 13, Idaho
Code) do(es) hereby certify as follows:

FIRST

The name of the corporation shall be
Larry Breazeal, O.D., P.A.,
hereinafter called the Corporation.

SECOND

The Corporation is to have perpetual existence.

THIRD

The purpose for which the Corporation is formed is to
engage as a professional service corporation in the practice
of the profession of Optometry
as authorized by Section 30-1301, et seq, Idaho Code.

FOURTH

As limited by the laws of Idaho, the Corporation may
practice said profession and operate offices throughout the
State of Idaho.

FIFTH

The aggregate number of shares which the Corporation

IDAHO SECRETARY OF STATE
10/04/1999 09:00
CX: 3020 CT: 121305 DH: 253191
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shall have authority to issue is: 100,000

Such shares are to consist of one class only. The par value of each of such shares shall be None.

SIXTH

All of the shares of stock issued shall be of one class, and all shares shall have equal value, without preferences, limitations or differences in relative rights with respect to other shares.

SEVENTH

No person may become a shareholder in the Corporation who is not licensed to practice Optometry in the State of Idaho. Should any shareholder cease, for any reason, to be licensed to practice Optometry in the State of Idaho, then that person shall cease to have voting rights in the Corporation (regardless of the number of shares owned) and that person's shares shall be treated as evidence of indebtedness of the Corporation and redeemed by the Corporation or purchased by an authorized, licensed person or persons as expeditiously as practicable.

EIGHTH

The address of the initial registered office of the Corporation is: E. 2750 Driftwood Dr.
Coeur d'Alene, ID 83814

The name of the Corporation's initial registered agent at such address is: Larry Breazeal, O.D.

NINTH

The number of directors constituting the initial Board of Directors is: N/A.

The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

name N/A name _____
address _____ address _____

name _____ name _____
address _____ address _____

TENTH

The names and addresses of all incorporators are:

name Larry Breazeal, O.D. name _____
address E. 2750 Driftwood Dr. address _____

Coeur d'Alene, ID 83814 _____

name _____ name _____
address _____ address _____

name _____ name _____
address _____ address _____

name _____ name _____
address _____ address _____

IN WITNESS WHEREOF, we have hereunto set our hands and
seals this 24 day of September, 19 99.

[Signature]
President

Vice-President

Secretary

STATE OF IDAHO }
County of Kootenai } ss.

On this 24 day of September, 19 99,
before me, the undersigned, a Notary Public in and for the
State of Idaho, personally appeared:

Larry Breazeal, O.D.

known to me to be the persons whose names are subscribed to
the within and foregoing instrument, and acknowledged to me
that they executed the same, and that they were persons of
lawful age and citizens of the United States of America.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal the day and year in this certifi-
cate first above written.

(Seal)

Valerie Johnson
Notary Public for Idaho
Residing at: Post Falls, Id.
My commission expires: 11/02/01