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**Department of State.**

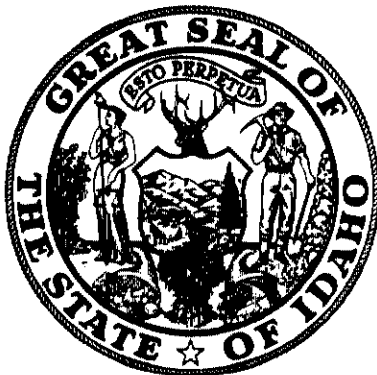
**CERTIFICATE OF INCORPORATION  
OF**

NORTH IDAHO CATARACT & LASER CENTER, INC.

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: January 4, 1991



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Elizabeth M. Basala*

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SEC. OF STATE  
ARTICLES OF INCORPORATION

OF

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NORTH IDAHO CATARACT & LASER CENTER, INC.

I, the undersigned, to form a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

I.

The name of the corporation is NORTH IDAHO CATARACT & LASER CENTER, INC.

II.

The period of its duration is perpetual.

III.

The purpose or purposes for which the corporation is organized is to provide a facility where outpatient ophthalmic surgery may be performed and for the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, Title 30, Chapter 1, Idaho Code.

IV.

The aggregate number of shares which the corporation shall have the authority to issue is One Hundred Thousand (100,000) shares, all of one class, ONE DOLLAR (\$1.00) par value.

V.

The address of the initial registered office of the corporation and the initial registered agent at such address is:

INITIAL REGISTERED AGENT

DAVID A. WOLD, M.D.

ADDRESS

1814 Lincoln Way  
Coeur d'Alene, ID 83814

VI.

The name and address of the incorporator hereof and of the persons who shall serve as the initial directors until the first annual meeting of the shareholders and until their successors are elected and qualify unless they resign or are removed are:

INCORPORATOR

PATRICK J. PARDEN, M.D.

ADDRESS

1814 Lincoln Way  
Coeur d'Alene, ID 83814

DIRECTORS

DAVID A. WOLD, M.D.

1814 Lincoln Way  
Coeur d'Alene, ID 83814

RODERICK S. KENT, M.D.

1814 Lincoln Way  
Coeur d'Alene, ID 83814

PATRICK J. PARDEN, M.D.

1814 Lincoln Way  
Coeur d'Alene, ID 83814

VII.

The stock of the corporation shall be non-assessable common stock.

VIII.

A director shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except that a director shall be liable for the following:

a. For any breach of the director's duty of loyalty to the corporation or to its stockholders.

b. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.

c. For acts or omissions which involve director liability as provided in Idaho Code Section 30-1-48, which states that a director shall be liable under the following circumstances:

1. If the director votes for or assents to the declaration of any dividend or other distribution of the assets of a corporation to its shareholders contrary to the provisions of the Idaho General Business Corporations Act.

2. ARTICLES OF INCORPORATION OF NORTH IDAHO

CATARACT & LASER CENTER, INC.

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2. If the director votes for or assents to the purchase of the corporation's own shares contrary to the provisions of the Idaho General Business Corporations Act.

3. If the director votes for or assents to any distribution of assets of the corporation to its shareholders during the liquidation of the corporation without the payment and discharge of, or making adequate provisions for, all known debts, obligations, and liabilities of the corporation.

4. For any transaction from which the director derives an improper personal benefit.

IX.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Article of Incorporation by a majority vote of the number of outstanding shares of common stock at any regular meeting of Shareholders or at any special meeting called for that purpose. All rights conferred upon Shareholders are subject to this reservation.

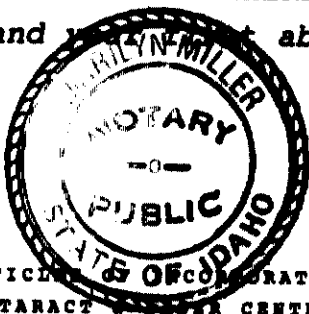
DATED this 28 day of DECEMBER, 1990.

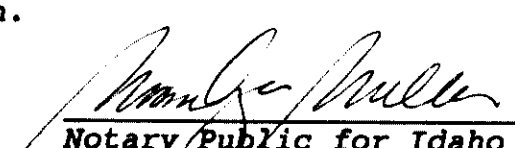
  
PATRICK J. PARDEN, M.D.

STATE OF IDAHO )  
                                  ss  
County of Kootenai )

On this 28 day of DECEMBER, 1990, before me, the undersigned Notary Public, personally appeared PATRICK J. PARDEN, M.D., known to me or identified to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.



  
Notary Public for Idaho  
Residing at: HAYDEN LAKE, ID  
My Commission Expires: 2/20/96

3. ARTICLES OF INCORPORATION OF NORTH IDAHO  
CATARACT POWER CENTER, INC.

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