



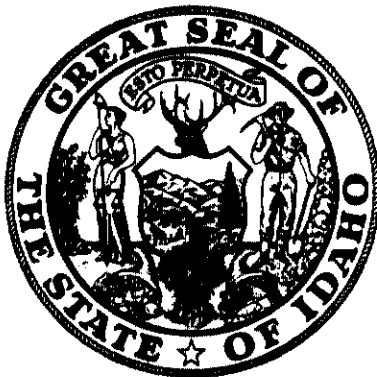
**CERTIFICATE OF INCORPORATION
OF**

VISION CRAFT OF IDAHO, 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: May 21, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zabala*

92332

ARTICLES OF INCORPORATION
OF
VISION CRAFT OF IDAHO, INC.

May 16 4 25 PM '90
SECRETARY OF STATE

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following articles of Incorporation.

FIRST

The name of the corporation is Vision Craft of Idaho, Inc.

SECOND

The corporation is a perpetual entity.

THIRD

The corporation is formed and organized to engage in the sale of wholesale optical services and goods and the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act and as the board of directors may from time to time determine.

FOURTH

The aggregate number of shares which the corporation has the authority to issue is 50,000 shares of common stock, all of one class, at par value of \$ 1.00 each.

FIFTH

The number of directors of the corporation shall be as specified in the bylaws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the bylaws, provided the number of directors of the corporation shall not be fewer than the number required by law. The initial board of directors shall number 3. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

Stockholders of the corporation shall not have pre-emptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations of the corporation convertible into stock.

The initial bylaws shall be adopted by the board of directors. The power to alter, amend or repeal the bylaws or adopt new bylaws, subject to repeal or change by action of the shareholders, shall be vested in the board of directors. Such power may be exercised by a majority vote of the board of directors at any annual or special meeting of the board of directors called for that purpose.

The articles of incorporation of this corporation may be amended by a majority vote at any annual or special meeting of stockholders, either upon consideration of a resolution for amendment adopted by the board of directors or upon consideration of a resolution adopted by the holders of not less than ten percent (10%) of all the shares entitled to vote at such meeting.

SIXTH

The location and post office address of the initial registered office of the corporation is 350 North Ninth Street, Suite 400, Boise, ID 83702, and the name of the initial registered agent of the corporation who may be found at that address is Roy L. Eiguren.

SEVENTH

The name and post office address of the initial directors of the corporation, appointed by the incorporator to serve until the first election of directors, are as follows:

Keith Caudill
1101 Summitview Ave.
Yakima, WA 98902

Cary D. Ferguson
1101 Summitview Ave.
Yakima, WA 98902

James Cowan
1101 Summitview Ave.
Yakima, WA 98902

EIGHTH

The name and post office address of the incorporator are as follows:

Roy L. Eiguren
350 North Ninth St., Suite 400
Boise, ID 83702

IN WITNESS WHEREOF, I have hereunto set my hand on the 16th
day of May, 1990.

Roy L. Eiguren
Roy L. Eiguren

State of Idaho)
) ss.
County of Ada)

I, Nancy C. Pfeifer, a notary public, do hereby certify that on this 16th day of MAY, 1990, personally appeared before me Roy L. Eiguren, who, being by me first duly sworn, declared that he is the incorporator of Vision Craft of Idaho, Inc., that he signed the foregoing document as Registered Agent of the corporation, and that the statements therein contained are true.

Nancy C. Pfeifer
Notary Public for Idaho
Residing at Boise
My Commission Expires 5/1/95

Vision Craft, Inc.
P.O. Box 1136
Yakima, WA 98907
(509) 457-2440
FAX #(509) 457-2445

RECEIVED
SEC. OF STATE

May 17, 1990

90 MAY 21 AM 8 44

Idaho Secretary of State
Pete Cenarrusa
Room 203
State House
Boise, ID 83720

Dear Mr. Cenarrusa:

I hereby authorize Vision Craft of Idaho, Inc. to use the name "Vision Craft".

Very Truly Yours,

A handwritten signature in black ink, appearing to read 'Cary D. Ferguson', with a long horizontal line extending to the right.

Cary D. Ferguson
Vice President, Secretary\Treasurer