



CERTIFICATE OF INCORPORATION
OF

FRUITLAND OPTICAL 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: October 7, 1986



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
FRUITLAND OPTICAL CENTER, INC.

OCT 7 4 07 PM '86
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE 1.

Corporate Name

The name of this corporation shall be FRUITLAND OPTICAL CENTER, INC.

ARTICLE 2.

Period of Duration

The period of its duration shall be perpetual.

ARTICLE 3.

Corporate Purposes

The purpose or purposes of which the corporation is organized are to engage in any lawful enterprise or activity, the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, and to do all things incidental, necessary and/or suitable thereto.

ARTICLE 4.

Capital Stock

1. The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares, having a

par value of \$2.00 per share, for an aggregate par value of \$20,000.00.

2. Such shares shall consist of one class only, designated as common stock.

3. There shall be no preferences, limitations or unequal relative rights. Each share of common stock shall have equal voting power, and shall have such rights as are now or hereafter granted by the laws of the State of Idaho.

4. The shares of stock shall not be issued until payment in full has been received therefore, and such stock shall be nonassessable stock, and the shareholders shall have no liability for corporate obligations.

ARTICLE 5.

Pre-emptive Rights

No holder of any shares of the corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of the corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE 6.

Cumulative Voting

Cumulative Voting shall not be allowed in the election of directors.

ARTICLE 7.

Registered Office and Agent

The address of the initial registered office of the

corporation shall be Route 2 Box 2367, Fruitland, Idaho 83619, and the name of its initial registered agent at such address shall be Maria Olsen.

ARTICLE 6.

Directors

1. The business of the corporation shall be managed by its Board of Directors; which Board of Directors shall be governed by these Articles of Incorporation and by such By-Laws as the corporation may hereafter, from time to time, adopt.

2. The number of Directors constituting the initial Board of Directors of the Corporation is three (3); and, may be increased or decreased from time to time by amendment of the By-Laws in a manner not prohibited by law. The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Maria Olsen

3911 Jesse Lane
Nampa, ID 83651

Kenneth D. Olsen

3911 Jesse Lane
Nampa, ID 83651

Ileana E. Gerber

3503 Vega Drive
Houston, TX 77088

ARTICLE 7.

Incorporator

The name and address of the incorporator is:

Maria Olsen

3911 Jesse Lane
Nampa, ID 83651

ARTICLE 8.

Regulations of Internal Affairs

Provisions for the regulation of the internal affairs of the Corporation are:

1. Benefits: The Corporation may enter into any kind of contract or agreement, co-operative or profit-sharing plan, death benefit and/or salary continuation plan upon disablement, with its officers or employees that the corporation may deem advantageous or expedient, or otherwise to reward or pay persons for their services as the directors may deem fit.

2. Amendment: Amendment of these Articles shall be accomplished only as now or hereafter prescribed by law relating to Amendment of Articles of Incorporation.

IN WITNESS WHEREOF, we have hereunto set our hands this 7 day of Oct., 19 86

Maria Olsen
MARIA OLSEN

STATE OF IDAHO)
) ss.
County of Payette)

On this, the 7th day of October, 1986, before me, Glenn M. Lee, Notary Public in and for said state, personally appeared Maria Olsen, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same.

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

Glenn M. Lee
Notary Public for said State
Residing at: Truettland
My Commission Expires: 12-12-87