

**ARTICLES OF INCORPORATION
OF
PARIS VISION CENTER, P.C.**

97 SEP -8 AM 10:33
SECRETARY OF STATE
STATE OF IDAHO

I.

I, the undersigned, being a person of legal age and a citizen of the United States, or its territories or possessions, do hereby voluntarily associate for the purpose of forming a corporation under the laws of the State of Idaho.

II.

The name of the corporation shall be PARIS VISION CENTER, P.C.

III.

The period of its duration shall be perpetual.

IV.

The location and post office address of the registered office of this corporation shall be 1205 East 6th St., Moscow, ID 83843. The registered agent for said corporation shall be Mark S. Moorer.

V.

This corporation is organized for the purpose of rendering optometry services, and for any act incidental in the rendering of optometry services for which corporations may be incorporated under the Idaho Business Corporation Act. In furtherance of the foregoing purpose, the corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon corporations organized under the laws of Idaho.

08/29/1997 09:00
GR: MD CK: J. CT: 41665 BH: 34230
1 @ 100.00 = 100.00 CORP

C120804

VI.

The stock to be issued by this corporation shall be common stock. The total number of shares authorized to be issued shall be one million shares of common stock with a \$1.00 par value, and the holders and the owners thereof shall have and acquire such voting rights in said corporation as provided by the laws of the State of Idaho.

The shares of the corporation may be issued for less than their par value; and all shares, whether with or without par value, and all securities, convertible or otherwise, may be issued for such consideration as fixed from time to time by the Board of Directors of the Corporation, which may consist of money or property or services performed, without any consent or approval of shareholders, whether prior or subsequent.

All shares issued by the Board of Directors pursuant to the authority herein conferred shall be deemed fully paid and non-assessable upon the payment or supplying of the consideration for which the Board of Directors shall have resolved to issue such shares; and the judgment of the Board of Directors as to the value of any property or of any service received or resolved to be received in exchange for an issuance shall, in the absence of fraud or bad faith, be conclusive upon all persons.

VII.

The number of Directors constituting the initial Board of Directors of the Corporation is one (1). The name and address of the person who is to serve as Director until the first annual meeting of the shareholders or until his succession be elected and qualify is:

George A. Paris, 1205 East 6th St., Moscow, ID 83843.

VIII.

Any of the directors or officers of this corporation shall not, in the absence of fraud, be disqualified by his office from dealing or contracting with this corporation either as vendor, lessor, firm, association, or corporation of which he shall be a member, or in which he may be pecuniarily in any manner be so disqualified. No director or officer, nor any proprietorship, firm, association, or corporation with which he is connected as aforesaid shall be liable to account to this corporation or its shareholders for any profit realized by him from or through any such transaction or contract, it being the express purpose and intent of this provision to permit this corporation to buy from, sell to, or otherwise deal with proprietorships, firms, associations, or corporations of which the directors and officers of this corporation, or anyone or more of them, may be members, directors or officers, or in which they or any of them may have pecuniary interest; and the contracts of this corporation, in the absence of fraud, shall not be void or voidable or affected in any manner by reason of any such position. Furthermore, directors of this corporation may be counted for a quorum of the board of directors of this corporation at a meeting even though they may be pecuniarily interested in matters considered at such meeting, and any action taken at such meeting with reference to such matters by a majority of the directors shall not be void or voidable by this corporation in the absence of fraud.

IX.

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent. The shares of the corporation shall not be subject

to assessment for any corporate purpose.

X.

The name and address of the initial incorporator is:

George A. Paris, 1205 East 6th St., Moscow, ID 83843.

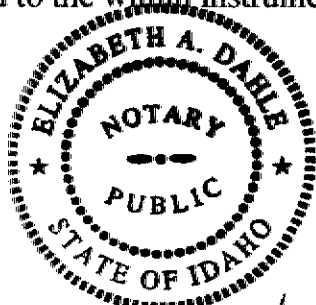
The incorporator shall have one hundred shares of stock subscribed to him.

I, the undersigned, for the purpose of a corporation, do make and file these articles and do hereby certify that the facts and circumstances are true and have hereunto set my hand this 25th day of August, 1997.

George A. Paris
George A. Paris

STATE OF IDAHO)
) ss.
COUNTY OF LATAH)

On this 25th day of August, 1997, before me, a Notary Public, personally appeared George A. Paris, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.



Commission Expires: 12/2000

Elizabeth A. Dahle
NOTARY PUBLIC in and for the
State of Idaho residing at Moscow
My commission expires: 12/2000