

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

THE EYE CENTER, P.A.

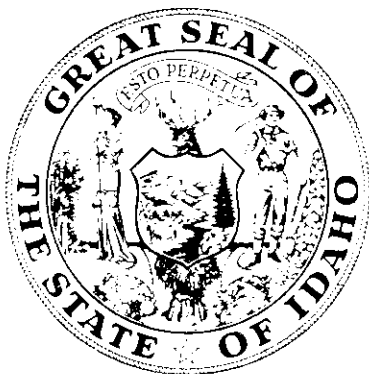
I PFTE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of

PARKER, ROSE, & STEILE, OPTOMETRISTS, P.A.

duly signed and verified 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
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles
of Amendment.

Dated April 23, 19 81



Pfte T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

RESTATED ARTICLES OF INCORPORATION OF
THE EYE CENTER, P.A.

THE UNDERSIGNED, each being a duly licensed Optometrist under the laws of the State of Idaho, desiring to restate the original Articles of Incorporation of Parker, Rose & Steile, Optometrists, P.A., to effect an Amendment of said Articles by changing the corporate name to THE EYE CENTER, P.A., which Amendment was duly adopted at a meeting of said shareholders of said corporation by unanimous vote, held on March 1, 1981, do hereby certify:

ARTICLE I

The name of this Corporation shall be:

THE EYE CENTER, P.A.

ARTICLE II.

The purposes for which this Corporation is formed are:

a.) To engage in the practice of optometry; to diagnose any optical deficiency or deformity, visual or muscular anomaly of the human eye; to prescribe and furnish, or adapt lenses, regular or contact, prisms, or ocular exercises or visual training, and not to engage in any other business except as may be permitted within the meaning of the Idaho Professional Service Corporations Act, and the provisions of Chapter 15 of Title 54 of the Idaho Code, governing and regulating the practice of optometry in the State of Idaho.

b.) To have the capacity to act possessed by natural persons, but to perform only acts as are necessary, convenient, or expedient to accomplish the purposes for which it is formed, and such as are not repugnant to law.

c.) To employ in the examination, diagnosis, or treatment of another, any means for the measurement, improvement or development of any or all functions of human vision or the assistance of the powers of range of human vision or the determination of the accommodative or refractive status of human vision or the scope of its functions in general.

d.) To sell or offer for sale, any lens with spherical, prismatic or cylindrical power for the aid of human vision.

e.) To prescribe or adapt lenses, exercises, orthoptics, vision therapy, or other physical means to correct defects or adjust human vision to the conditions of a special occupation.

f.) To invest its funds in real estate, mortgages, stocks, bonds, or any other types of investments, as determined by the Board of Directors.

g.) To acquire and own any real or personal property necessary for the rendering of optometric services.

h.) To enter into, make, perform, and carry out, or cancel and rescind, contracts for any lawful purposes pertaining to its business.

i.) To purchase its own shares to the extent of unreserved and unrestricted capital surplus.

j.) To borrow or raise money for any of the purposes of the Corporation, and from time to time, without limit as to amount, to draw, make, accept, endorse, execute, and issue promissory notes, drafts, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof, and the interest thereof, by mortgage or trust deed on, or pledge, security interest in, conveyance, or assignment in trust, of the whole, or any part, of the assets of the Corporation, real,

personal or mixed, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such securities or other obligations of the corporation for its corporate purposes.

k.) Subject to any limitations or restrictions imposed by law or these Articles of Incorporation, to have and exercise all the general rights, privileges and powers specified in or permitted under the Idaho Professional Service Corporations Act.

l.) To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, which is not forbidden by the laws of the State of Idaho, or by the provisions of these Articles of Incorporation.

m.) The foregoing sections of this Article II. shall be construed as purposes as well as powers, and the matters expressed in each section shall, unless otherwise expressly provided, be in no way limited by reference to, or inference from, the terms of any other section, each of such sections being regarded as creating independent powers and purposes. The enumerations shall not be construed as limiting or restricting in any manner, either the meaning of general terms used in any of the sections, or the scope of the general powers of the corporation created thereby; nor shall the expression of one thing be deemed to exclude another not expressed, whether or not it be of like nature.

n.) Nothing in this Article II. so contained shall be construed to authorize the conduct of the corporation other

than rendering professional optometry services, except as specifically permitted under the Idaho Professional Service Corporations Act and Chapter 15 of Title 54 of the Idaho Code, and of these Restated Articles of Incorporation.

ARTICLE III.

Duration of the Corporation shall be perpetual.

ARTICLE IV.

The location and post office address of the registered office of this Corporation, and the place where the principal business of this Corporation is to be transacted is 201 South Lincoln Street, Jerome, Jerome County, Idaho. The Corporation may transact its business and maintain branch offices in any other cities in the State of Idaho.

ARTICLE V.

The total authorized capital stock of this Corporation shall be One Hundred Thousand and No/100 Dollars (\$100,000.00), divided into One Hundred Thousand (100,000) shares of common stock of the par value of One and No/100 Dollars (\$1.00) each.

ARTICLE VI.

Shares of stock of this Corporation shall not be issued except on payment of the full par value of such shares issued. Shares of stock shall be issued only to individuals who hold an Idaho license to engage in the practice of optometry, and no shares may be transferred upon the books of the Corporation or issued until there is presented to and filed with the Corporation a certificate issued by the Idaho State Board of Optometry certifying that the individual to whom the transfer is to be made or the shares issued holds a license to engage in the practice of optometry in the State of Idaho. The shares of

any shareholder are subject to redemption at the time, place and manner set forth in the Idaho Professional Service Corporations Act.

ARTICLE VII.

Each share shall be entitled to one vote, but only shareholders having a license to engage in the practice of optometry in the State of Idaho shall be entitled to vote. No voting trust arrangement, proxy or other type of agreement vesting authority in another person to exercise the voting power of a shareholder shall be recognized.

ARTICLE VIII.

If any officer, shareholder, agent, or employee of the corporation becomes legally disqualified to render optometric services within the State of Idaho, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his or her continued rendering of optometric services, he or she shall sever all employment with, or financial interest in the Corporation, forthwith.

ARTICLE IX.

The Corporation may indemnify each person who is, or may be or become, a director, officer, or employee of the Corporation and may take out adequate insurance to protect the Corporation, and each director, officer, or employee of the Corporation, against any and all liability and reasonable expenses that may be incurred in connection with or resulting from any claim, action, suit, or proceeding, whether actual or threatened, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation or by reason of any past or

future action taken or not taken in his or her capacity as such director, officer or employee.

ARTICLE X.

The Corporation shall engage in the profession of optometry only through officers, employees, and/or agents who themselves hold a license to engage in the practice of optometry in the State of Idaho.

ARTICLE XI.

The names and addresses of the initial shareholders and the number of shares of stock subscribed for by each, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NUMBER OF SHARES SUBSCRIBED</u>
Charles B. Parker	201 South Lincoln St. Jerome, Idaho 83338	one
Wesley G. Rose	201 South Lincoln St. Jerome, Idaho 83338	one
John T. Steile III	201 South Lincoln St. Jerome, Idaho 83338	one

ARTICLE XII.

The Board of Directors of the Corporation shall have power without the assent or vote of the shareholders, to adopt, alter, amend, or repeal the Code of By-Laws of the Corporation, but the affirmative vote of a majority of the members of the Board of Directors shall be necessary to adopt such Code or to effect the alteration, amendment or repeal thereof. All provisions for the regulation of business and management of the affairs of the Corporation shall be stated in the By-Laws.

ARTICLE XIII.

The names and post office addresses of the first Board of Directors of the Corporation are the same as hereinabove set forth as subscribers to the shares of the capital stock of the corporation.

ARTICLE XIV.

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Restated Articles of Incorporation; provided, however, that no such amendments, alterations, or changes shall violate any of the provisions of the Idaho Professional Service Corporations Act.

ARTICLE XV.

The shares owned by a deceased or disqualified shareholder shall be purchased by the Corporation within a reasonable time after the date of death or final disqualification and provision for fixing the price for such shares shall be determined and set forth in the By-Laws of the Corporation.

ARTICLE XVI.

These Restated Articles of Incorporation, correctly set forth without change, the corresponding provisions of the original Articles of Incorporation, which have never heretofore been amended. These restated Articles of Incorporation supersede the original Articles of Incorporation.

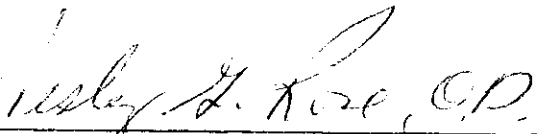
ARTICLE XVII.

A resolution incorporating the change of name made by these Articles was adopted by the Board of Directors of the corporation at a meeting held March 1, 1981, whereupon said resolution was submitted to a special meeting of shareholders held March 1, 1981, after call and written waiver of notice by each shareholder. Thereupon the resolution effecting the change of name of the corporation in Article I above was unanimously adopted by all shareholders present, those being all shareholders of the corporation.

IN WITNESS WHEREOF, the undersigned incorporators have

executed these Restated Articles of Incorporation and certify to the truth of the facts herein stated, this 8th day of April, 1981.


CHARLES B. PARKER, President

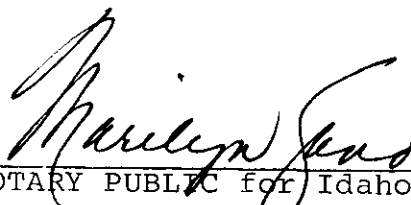

WESLEY G. ROSE, Vice President


JOHN T. STEILE III, Secretary

STATE OF IDAHO)
) ss.
County of Jerome)

On this 8th day of April, 1981, before me, the undersigned, a Notary Public in and for said County and State, personally appeared CHARLES B. PARKER, WESLEY G. ROSE, and JOHN T. STEILE III known to me to be the persons whose names are subscribed to the within and foregoing instrument, and who acknowledged to me that they executed the same.

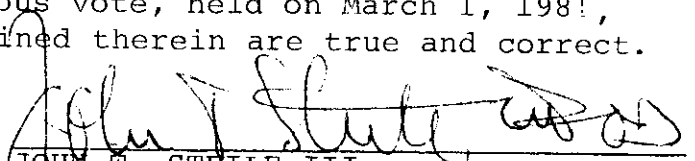
IN WITNESS WHEREOF, I have hereunto set my hand and seal, the day and year in this certificate first above written.


NOTARY PUBLIC for Idaho

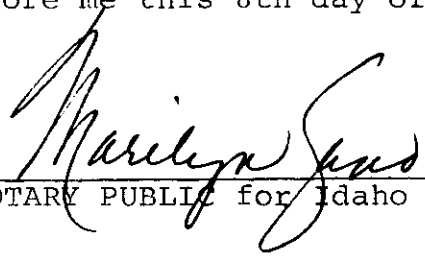
STATE OF IDAHO)
) ss.
County of Jerome)

JOHN T. STEILE III, being first duly sworn, depose and say as follows:

That he is the Secretary of Parker, Rose & Steile, Optometrists, P. A., and that the foregoing RESTATED ARTICLES of INCORPORATION effect an Amendment of the original Articles of Incorporation of Parker, Rose & Steile, Optometrists, P.A., by changing the corporate name to THE EYE CENTER, P.A., which amendment was duly adopted at a meeting of said shareholders of the corporation, by unanimous vote, held on March 1, 1981, and that the statements contained therein are true and correct.


JOHN T. STEILE III

SUBSCRIBED AND SWORN to before me this 8th day of April,
1981.



NOTARY PUBLIC for Idaho