

State of Idaho

Department of State

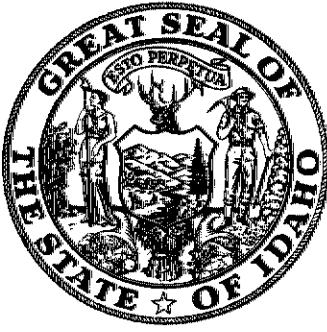
CERTIFICATE OF AMENDMENT OF

KENNETH W. TURLEY, M.D., P.A.

I, PETE 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 KENNETH W. TURLEY, M.D., P.A., changing the corporate name to IDAHO EYE CENTER, 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: August 20, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Say I Clark*

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF IDAHO EYE CENTER, P.A.
(Formerly Kenneth W. Turley, M.D., P.A.)

Aug 20 8 35 AM '92
SECRETARY OF STATE
STATE OF IDAHO

ARTICLE I

Name of Corporation

The name of this Corporation shall be and is:

Idaho Eye Center, P.A.

ARTICLE II

Period of Duration

The period of duration of the Corporation is
perpetual.

ARTICLE III

General Purposes

To transact the business of medicine and surgery and
all activities necessary, suitable or convenient to the
practice of medicine and surgery.

ARTICLE IV

Authorized Shares

The Corporation shall have the authority to issue
1,000 shares, all in one class without par value.

ARTICLE V

Registered Office

The address of the registered office shall be 2025 17th Street, Idaho Falls, Idaho 83404. The name of the registered agent at such address is Kenneth W. Turley, M.D.

ARTICLE VI

Directors

The directors constituting the Board of Directors is one, whose name and address is Kenneth W. Turley, 840 Kinswood Drive, Idaho Falls, Idaho.

ARTICLE VII

Incorporators

The name and address of the Incorporator is Kenneth W. Turley, 840 Kinswood Drive, Idaho Falls, Idaho.

ARTICLE VIII

Restriction on Transfer of Shares

A. Only a natural individual can become a shareholder and only if he or she is licensed to practice medicine and surgery in the State of Idaho, is actively practicing medicine and surgery in the State of Idaho, and is not an officer, director or shareholder in any other professional corporation, and has accepted an offer of employment with this corporation.

B. The voting rights associated with each share may not be voted by agreement or any other type of agreement vesting another person with authority to exercise the voting powers of any of his or her shares.

C. If any officer, shareholder, agent or employee of the corporation (1) becomes legally disqualified to practice medicine or surgery in the State of Idaho (2) accepts employment that, pursuant to existing law, places, restrictions or limitations upon his or her continued rendering of medicine and surgery (3) dies, (4) is adjudicated incompetent, or (5) retires, he or she shall no longer be employed by the corporation and the corporation shall immediately redeem the shares owned by that person unless the person otherwise lawfully transfers his or her shares to any other qualified shareholder in compliance with these Articles of Incorporation, and the Corporation By-Laws. All employment agreements between the Corporation and its employees shall incorporate the provisions of this paragraph.

D. No shareholder may sell or transfer his or her shares except to the Corporation or another individual who is eligible to be a shareholder in this Corporation. A sale or transfer may be made only after it has been approved by a majority vote at a shareholders meeting specifically called for that purpose. If the Corporation has previously passed a by-law, adopted a resolution, or approved an agreement governing the sale or transfer of shares, it must approve any sale or transfer made in conformity with such by-law, resolution or agreement. At the shareholders meeting, the shares of stock held by the shareholder proposing the sale or transfer of his or her shares may not be voted or counted for

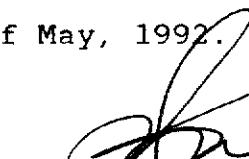
any purpose, unless all shareholders consent to the voting of his or her stock.

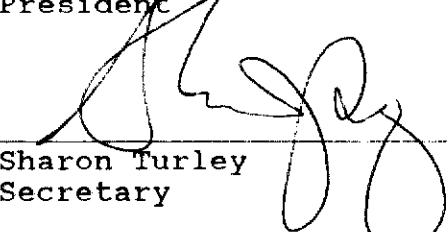
E. The Board of Directors may adopt by-laws governing the redemption of any shares pursuant to paragraph VIII(C). The Board of Directors may also by resolution approve shareholder cross-purchase agreements. The Corporation may also enter into share redemption agreements with the shareholder. If no such by-laws, resolution or agreements are in effect, the Corporation shall redeem shares under Paragraph VIII(C) at the value the Board, after having received competent disinterested advice, determines to be their fair market value.

ARTICLE IX

These Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the original Articles of Incorporation of Kenneth W. Turley, M.D., P.A., except for the change of name of the Corporation set forth in Article I hereof, and these Restated Articles of Incorporation supersede the original Articles of Incorporation of the said Kenneth W. Turley, M.D., P.A.

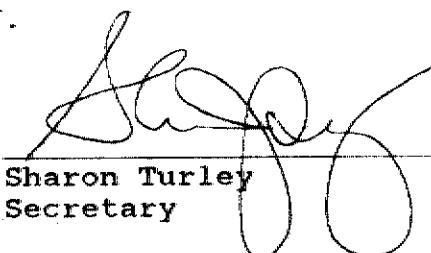
DATED this 31 day of May, 1992.


Kenneth W. Turley
President


Sharon Turley
Secretary

VERIFICATION

The undersigned being the Secretary of Kenneth W. Turley, M.D., P.A., hereby certifies that the above and foregoing Restated Articles of Incorporation consisting of nine articles were duly adopted as the Articles of the Corporation by unanimous written consent of all of the shareholders and the directors on the 31 day of May, 1992, and that the same do now constitute the Articles of Incorporation of said corporation, including all amendments adopted prior to the date hereof.



Sharon Turley
Secretary

1538.1Y/DWSD

VERIFICATION

STATE OF IDAHO)
 : ss.
County of Bonneville)

I, Dale W. Storer, a notary public, do hereby certify that on this 31st day of May, 1992, personally appeared before me, Kenneth W. Turley and Sharon Turley, who, being by me first duly sworn, declared that they are the President and Secretary, respectively, of Idaho Eye Center, P.A., and that they signed the foregoing document as President and Secretary of said corporation, and that the statements therein contained are true.

Dale Storer

Notary Public for Idaho
Residing at Idaho Falls, Idaho
My commission expires: 3-9-93

(SEAL)