

# State of Idaho

## Department of State

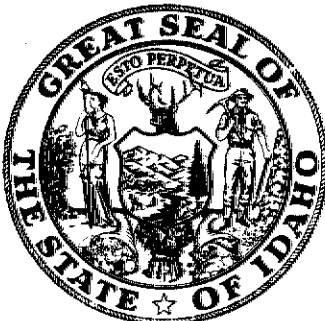
### CERTIFICATE OF INCORPORATION OF

BECK AND BECK P.A.  
File number C 117782

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: January 9, 1997



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Spencer Breier*

ARTICLES OF INCORPORATION  
OF

BECK AND BECK P.A.

JAN 9 2 40 PM '97  
SECRETARY OF STATE  
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS: That I/we the under-  
signed national person(s) of lawful age and citizen(s) of  
the United States for the purpose of forming a professional  
corporation pursuant to the provisions of the Idaho Profes-  
sional Service Corporation Act (Title 30, Chapter 13, Idaho  
Code) do(es) hereby certify as follows:

FIRST

The name of the corporation shall be  
BECK AND BECK P.A.,  
hereinafter called the Corporation.

SECOND

The Corporation is to have perpetual existence.

THIRD

The purpose for which the Corporation is formed is to  
engage as a professional service corporation in the practice  
of the profession of OPTOMETRY  
as authorized by Section 30-1301, et seq, Idaho Code.

FOURTH

As limited by the laws of Idaho, the Corporation may  
practice said profession and operate offices throughout the  
State of Idaho.

FIFTH

The aggregate number of shares which the Corporation

1

2

IDAHO SECRETARY OF STATE  
DATE 12/30/1996 0900 50613

CK #: 11020 CUST# 73911

CORP

1@ 100.00= 100.00

#: C

shall have authority to issue is: 100,000

Such shares are to consist of one class only. The par value of each of such shares shall be no par value.

#### SIXTH

All of the shares of stock issued shall be of one class, and all shares shall have equal value, without preferences, limitations or differences in relative rights with respect to other shares.

#### SEVENTH

No person may become a shareholder in the Corporation who is not licensed to practice OPTOMETRY in the State of Idaho. Should any shareholder cease, for any reason, to be licensed to practice OPTOMETRY in the State of Idaho, then that person shall cease to have voting rights in the Corporation (regardless of the number of shares owned) and that person's shares shall be treated as evidence of indebtedness of the Corporation and redeemed by the Corporation or purchased by an authorized, licensed person or persons as expeditiously as practicable.

#### EIGHTH

The address of the initial registered office of the Corporation is: 181 IRONWOOD DR

COEUR D'ALENE ID 83814

The name of the Corporation's initial registered agent at such address is: THOMAS BECK

#### NINTH

The number of directors constituting the initial Board of Directors is: NONE AT THIS TIME.

NAME N/A

ADDRESS N/A

NAME N/A

ADDRESS N/A

NAME N/A

ADDRESS N/A

NINTH

The names and addresses of all incorporators are:

NAME THOMAS BECK  
ADDRESS 181 IRONWOOD DRIVE COEUR D'ALENE IDAHO 83815

NAME JANIS BECK  
ADDRESS 181 IRONWOOD DRIVE COEUR D'ALENE IDAHO 83815

NAME

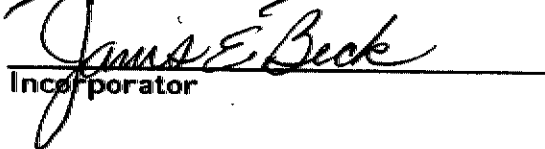
ADDRESS

NAME

ADDRESS

IN WITNESS WHEREOF, I/we have hereunto set my/our hand(s)  
and seal(s) this 27TH day of DECEMBER, 19 96.

  
Incorporator

  
Incorporator

Incorporator

Incorporator

STATE OF IDAHO )  
County of KOOTENAI ) ss.

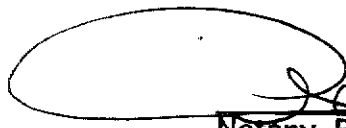
On this 27TH day of DECEMBER, 1996,

before me, the undersigned, a Notary Public in and for said state,  
personally appeared

Thomas E. Beck  
Janis E. Beck  
\_\_\_\_\_  
\_\_\_\_\_

known to me to be the person(s) whose name(s) is (are) subscribed  
to the within and foregoing instrument, and acknowledged to me  
that (t)he(y) executed the same, and that (t)he(y) was (were) (a)  
person(s) of lawful age and citizen(s) of the United States of  
America.

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

  
Carol J. Smith  
Notary Public for the State of Idaho  
Residing at: Coeur d'Alene  
My commission expires: 05-08-98