

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

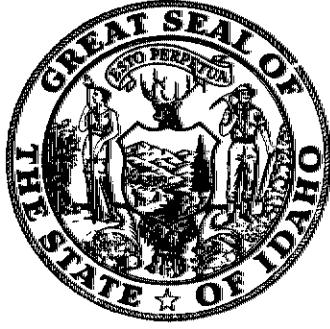
HAYDEN VISION CENTER P.A.

File number C 110201

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: April 12, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By Ora Sikk

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SEC. OF STATE

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ARTICLES OF INCORPORATION

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OF

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SEC. OF STATE

Hayden Vision Center P.A.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned natural persons of lawful age and citizens of the United States, for the purpose of forming a corporation pursuant to the provisions of the Idaho Professional Corp. Act (Title 30, Idaho Code) do hereby certify as follows:

FIRST

The name of the corporation is

Hayden Vision Center P.A.

SECOND

The corporation is to have perpetual existence.

THIRD

The purposes and objects for which the corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Professional Corporation Act (Title 30, Idaho Code). The purpose of optometry and related eye care.

FOURTH

The aggregate number of shares which the corporation 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 0, which stocks shall not be issued until fully paid for, and once so issued shall be non-assessable.

IDAHO SECRETARY OF STATE

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FIFTH

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

SIXTH

Stockholders of the corporation shall have pre-emptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stock holders of the corporation.

SEVENTH

The address of the initial registered office of the corporation is:

8445 Government Way

Hayden Lake, Idaho 83835

The name of the corporation's initial registered agent at such address is: Debra Stoenner

EIGHTH

The number of directors constituting the initial Board of Directors is: Two

The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

NAME Debra Stoenner

ADDRESS 8445 Government Way, Hayden Lake, Idaho 83835

NAME

ADDRESS

NAME _____
ADDRESS _____
NAME _____
ADDRESS _____
NAME _____
ADDRESS _____

NINTH

The names and addresses of all incorporators are:

NAME Debra Stoenner
ADDRESS 8445 Government Way, Hayden Lake, Idaho 83835
NAME _____
ADDRESS _____
NAME _____
ADDRESS _____
NAME _____
ADDRESS _____

IN WITNESS WHEREOF, I/we have hereunto set my/our hand(s)
and seal(s) this 31st day of March, 1995.

Mr. Stein
Incorporator

Incubator

Incorporator

Incorporator

STATE OF IDAHO
County of Kootenai ss.

On this 31st day of March, 1988,

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

Debra Stearns

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.

Ku Nabbham
Notary Public for the State of Idaho
Residing at Coeur d'Alene
My commission expires: 7-8-2000