

ARTICLES OF INCORPORATION
OF
OPTIC ART II, P.C.

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The undersigned natural person of majority hereby establishes a corporation pursuant to the laws of Idaho and adopts the following articles of incorporation.

1. NAME. The name of the corporation is OPTIC ART II, P.C.
2. DURATION. The corporation shall have perpetual existence.
3. PURPOSE AND POWERS.

Purpose. The corporation is organized as a professional service corporation pursuant to Idaho Code §30-1301 et. seq. for the practice of optometric medicine.

Powers. 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 professional service corporations organized under the laws of Idaho.

4. CAPITAL.

Authorized Capital. The aggregate number of shares which the corporation shall have authority to issue is Five Hundred Thousand (500,000) shares of common stock each having a par value of One Dollar (\$1.00), which shall be fully paid and nonassessable.

Voting Rights. Each shareholder of record shall have one vote for each share of common stock standing in his name on the books of the corporation and entitled to vote, except that in the election

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of directors he shall have the right to vote such number of shares for as many persons as there are directors to be elected. Cumulative voting shall not be allowed in the election of directors or for any other purpose.

5. BOARD OF DIRECTORS.

5-A. Initial Board of Directors. One director shall constitute the initial board of directors, his name and address being as follows:

<u>NAME</u>	<u>ADDRESS</u>
Rodger D. Robertson, O.D.	213 N. Main Street Moscow ID 83843

5-B. Board of Directors. The number of directors shall be specified in the Bylaws and such number may from time to time be changed as provided in the Bylaws. In case of any increase in directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of stockholders and until their successors are elected and qualified.

6. REGISTERED OFFICE AND REGISTERED AGENT. The address of the initial registered office of the corporation is 213 North Main, Moscow, Idaho, 83843. The name of its initial registered agent at such address is Rodger D. Robertson, O.D.

7. RIGHTS OF DIRECTORS AND OFFICERS TO CONTRACT WITH CORPORATION. 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.

8. INDEMNIFICATION OF DIRECTORS AND OFFICERS. The corporation shall indemnify every person who is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, his heirs, executors and administrators at such person's request to the full

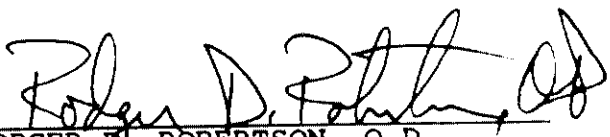
extent provided by Idaho law, provided that this right of indemnification shall not apply to any action, suit or proceeding under the Securities Act of 1933, except for payment of expenses incurred in the successful defense of such action, suit or proceeding. The right to indemnification conferred by this provision shall not restrict the power of the corporation to make any indemnification permitted by law.

9. STOCKHOLDER PROPERTY. The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent beyond that set out in Idaho Code §30-1301 et. seq. The shares of the corporation shall not be subject to assessment for any corporate purpose.

10. INCORPORATOR. The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Rodger D. Robertson, O.D.	213 North Main Street Moscow ID 83843

DATED this 11th day of July, 1997.



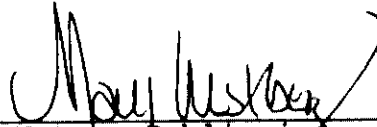
RODGER D. ROBERTSON, O.D.

VERIFICATION

STATE OF IDAHO)
) ss.
County of Latah)

I, Mary Westberg, a notary public, hereby certify that on the 11th day of July, 1997, personally appeared before me RODGER D. ROBERTSON, O.D., who being by me first duly sworn declared that he signed the foregoing document as incorporator and that the statements therein contained are true.

(seal)



Notary Public in and for the
State of Idaho, residing at
Moscow, ID.

My commission expires: 1/22/99 ;