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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF MERGER

Pursuant to the provisions of IC 30-1-1105, the undersigned corporation hereby submits the following Articles of Merger for filing for the purpose of merging EYE CARE SPECIALISTS, P.A., an Idaho professional service corporation ("Idaho Eye Care"), into EYE CARE SPECIALISTS, P.S., a Washington professional service corporation ("Washington Eye Care").

ARTICLE I.

The Plan of Merger of Idaho Eye Care into Washington Eye Care is attached as Exhibit "A".

ARTICLE II.

Idaho Eye Care has 500 shares of common stock issued and outstanding, and 500 votes are entitled to be cast on the Plan of Merger. Washington Eye Care has 5,000 shares of common stock issued and outstanding, and 5,000 votes are entitled to be cast on the Plan of Merger. Five hundred (500) votes were cast for and zero (0) votes were cast against the Plan of Merger by the shareholders of Idaho Eye Care, and 5,000 votes were cast for and zero (0) votes were cast against the Plan of Merger by the shareholders of Washington Eye Care. The number of votes cast for the Plan of Merger by the shareholders of Idaho Eye Care and the shareholders of Washington Eye Care was sufficient for approval of the Plan of Merger.

DATED this 26th day of March, 1998.

EYE CARE SPECIALISTS, P.S.

By


Richard J. Eggleston, M.D., President

IDAHO SECRETARY OF STATE

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Exhibit "A"

PLAN OF MERGER

This Plan of Merger is made and entered into this 26th day of March, 1998, by and between EYE CARE SPECIALISTS, P.S., a Washington professional service corporation ("Washington Eye Care" or the "Surviving Corporation"), and EYE CARE SPECIALISTS, P.A., an Idaho professional corporation ("Idaho Eye Care").

RECITALS

A. Washington Eye Care is a professional service corporation organized and existing under the laws of the State of Washington and has authorized capital stock consisting of 50,000 shares of common fully paid, non-assessable stock with no par value, of which 5,000 shares are issued and outstanding, and held as follows:

<u>Name</u>	<u>Number of Shares</u>
Richard J. Eggleston, M.D.	5,000

B. Idaho Eye Care is a professional service corporation organized and existing under the laws of the State of Idaho and has authorized capital stock consisting of ten thousand (10,000) shares of common fully paid, non-assessable stock with a par value of One Dollars (\$1.00) per share, of which five hundred (500) shares are issued and outstanding, and held as follows:

<u>Name</u>	<u>Number of Shares</u>
Richard J. Eggleston, M.D.	500

C. The Boards of Directors of Washington Eye Care and Idaho Eye Care, respectively, both having duly met and by unanimous approval, deem it advisable for Idaho Eye

Care to merge with and into Washington Eye Care and to recommend such merger to the shareholders.

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, Washington Eye Care and Idaho Eye Care hereby agree to the following Plan of Merger:

1. Names of Constituent Corporations. Idaho Eye Care will merge with and into Washington Eye Care. Washington Eye Care will be the Surviving Corporation.
2. Terms and Conditions of Merger. The effective date of merger shall be April 1, 1998, before which date the Articles of Merger shall be filed with the Secretary of State of the State of Washington. Upon the effective date of the merger: (a) the separate corporate existence of Idaho Eye Care shall cease; (b) title to all real estate and other property owned by Washington Eye Care or Idaho Eye Care shall be vested in Washington Eye Care without reversion or impairment; and (c) the Surviving Corporation shall have all liabilities of Washington Eye Care and Idaho Eye Care. Any proceeding pending by or against Washington Eye Care or Idaho Eye Care may be continued as if such merger did not occur, or the Surviving Corporation may be substituted in the proceeding for Idaho Eye Care.
3. Governing Law. The laws of the State of Washington shall govern the Surviving Corporation.
4. Name. The name of the Surviving Corporation shall be Eye Care Specialists, P.S.
5. Registered Office. The address of the registered office of the Surviving Corporation shall be 500 Port Drive, Clarkston, Washington 99403.
6. Accounting. The assets and liabilities of Washington Eye Care and Idaho Eye Care (collectively the "Constituent Corporations") as of the effective date of the merger shall be taken up on the books of the Surviving Corporation at the amounts at which they are carried at that time on the respective books of the Constituent Corporations.
7. Articles of Incorporation. The Articles of Incorporation of Washington Eye Care

as of the effective date of the merger shall be the Articles of Incorporation of the Surviving Corporation until the same shall be altered or amended in accordance with applicable law.

8. **Bylaws.** The Bylaws of Washington Eye Care as of the effective date of the merger shall be the Bylaws of the Surviving Corporation until the same shall be altered or amended in accordance with applicable law.

9. **Directors.** The Directors of Washington Eye Care as of the effective date of the merger shall be the Directors of the Surviving Corporation until their respective successors are duly elected and qualified.

10. **Manner and Basis of Converting Shares.** As of the effective date of the merger:

(a) Each share of Washington Eye Care common stock issued and outstanding shall continue to be one share of common stock of the Surviving Corporation.

(b) The Surviving Corporation shall convert or exchange each share of Idaho Eye Care common stock issued and outstanding for one (1) share of the common stock of the Surviving Corporation; provided, however, that no fractional shares of the Surviving Corporation stock shall be issued, and in lieu of the issuance of fractional shares, the Surviving Corporation shall make a payment in cash equal to the value of such fraction, based upon the value of such common stock on the effective date of the merger.

(c) Any shares of stock of Idaho Eye Care in the treasury of Idaho Eye Care on the effective date of the merger shall be surrendered to the Surviving Corporation for cancellation, and no shares of the Surviving Corporation shall be issued in respect thereof.

(d) On the effective date of the merger, holders of certificates of common stock in Idaho Eye Care shall surrender them to the Surviving Corporation, or its appointed agent, for cancellation. Upon such receipt of such certificate, the Surviving Corporation shall issue and exchange therefore a certificate of shares of common stock

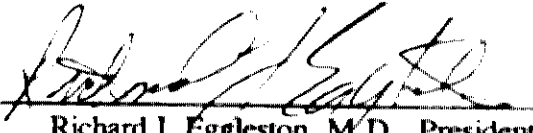
in the Surviving Corporation representing the number of shares of stock to which such holder shall be entitled as set forth above.

11. Shareholder Approval. This Plan of Merger shall be submitted to the shareholders of Washington Eye Care and Idaho Eye Care in the manner provided under the laws of the State of Washington at meetings to be held on or before March 31, 1998. After approval, the Articles of Merger shall be filed as required by the laws of the State of Washington.

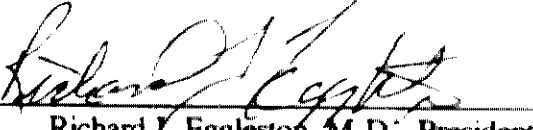
12. Counterparts. This Plan of Merger may be executed in any number of counterparts, and all such counterparts and copies shall be and constitute an original instrument.

IN WITNESS WHEREOF, this Plan of Merger has been adopted by the undersigned corporations as of this 26th day of March, 1998.

EYE CARE SPECIALISTS, P.S.

By 
Richard J. Eggleston, M.D., President

EYE CARE SPECIALISTS, P.A.

By 
Richard J. Eggleston, M.D., President