

FILED 643
in the office of the Secretary of State
of the State of California

OCT 25 2006

ARTICLES OF INCORPORATION
OF
TARAVAL EYE CARE OPTOMETRY, INC.

ONE: Name. The name of this corporation is Taraval Eye Care Optometry, Inc.

TWO: Purpose. This corporation is a professional corporation within the meaning of Title 1, Division 3, Part 4 of the California Corporations Code. The purpose of the corporation is to engage in the profession of optometry and any other lawful activities (other than the banking or trust company business) not prohibited to a corporation engaging in such profession by applicable laws and regulations.

THREE: Agent For Service of Process. The name and address in this state of the corporation's initial agent for service of process is Kyna Wong, 834 Taraval Street, San Francisco, CA 94116.

FOUR: Stock. This corporation is authorized to issue only one class of shares, which shall be designated "common" shares. The total number of such shares authorized to be issued is One Hundred Thousand (100,000) at no par value.

FIVE: Shareholder Restrictions. This corporation is subject to the restrictions on the qualifications of shareholders imposed by Title 1, Division 3, Part 4 of the California Corporations Code and other applicable laws, rules, and regulations, which provide that only the following may be shareholders of an optometric corporation:

- (1) Holders of a valid optometrist's license issued by the California Board of Optometry; and
- (2) Licensed persons as defined by Corporations Code section 13401.5(j) as long as the number of shares in the corporation owned by such persons does not exceed 49 percent of the total shares issued by the corporation and the number of such persons owning shares in the corporation does not exceed the number of licensed Optometrists owning shares in the corporation.

SIX: This corporation is a close corporation. All of the corporation's issued shares of stock, of all classes, shall be held of record by not more than 35 persons.

SEVEN: Liability of Directors. The liability of the Directors of the corporation for monetary damages shall be eliminated to the fullest extent permitted under applicable laws.

EIGHT: Indemnification of Agents. The corporation is authorized to provide indemnification of agents (as defined in section 317 of the California Corporations Code) through By-Law provisions, agreements with agents, vote of disinterested shareholders or directors or otherwise to the fullest extent permitted under applicable laws and subsequent amendments or repeal of any provision of these articles of incorporation shall not adversely affect any right of protection of an

agent existing prior to such modification of repeal.

I declare that I am the person who executed the above articles of incorporation and that this instrument is my act and deed.

Dated as of: Oct 23, 2006


Kyna Wong, Incorporator