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Trey Grayson PAOI
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ARTICLES OF INCORPORATION
OF

PRO OPT, P.S.C.

The undersigned, acting as incorporator for the purpose of forming a professional service corporation pursuant to the provisions of Kentucky Revised Statutes Chapter 274, hereby adopts the following Articles of Incorporation for said corporation.

ARTICLE I

The name of the Corporation is Pro Opt, P.S.C.

ARTICLE II

The professions to be practiced through this Professional Service Corporation are optometry and ophthalmic dispensing.

ARTICLE III

The total number of shares that the Corporation is authorized to issue is 1000 common shares, having no par value per share, which shares shall have one vote per share, shall have all voting power of the Corporation, and shall be without distinction as to powers, preferences, and rights.

ARTICLE IV

The street address of the initial registered office of the Corporation is 155 Moore Dr., Lexington, Kentucky 40503, and the name of the initial registered agent at that address is Dawn C. Stratton, O.D.

ARTICLE V

The mailing address of the Corporation's principal office in Kentucky is: 155 Moore Dr., Lexington, Kentucky 40503.

ARTICLE VI

Each of the incorporators and shareholders, and not less than one half (1/2) of the directors and each of the officers other than secretary and treasurer is a qualified person within the meaning of Kentucky Revised Statutes Chapter 274.

ARTICLE VII

The names and residence address of the original shareholders of the Corporation are Dawn C. Stratton, O.D., 3312 Pastern Ct., Lexington, Kentucky 40513 and John C. Holtmann, 123 Carolyn Ln., Nicholasville, Kentucky 40356.

ARTICLE VIII

The name and mailing address of the incorporator is Dawn C. Stratton, O.D., 155 Moore Dr., Lexington, Kentucky 40503.

ARTICLE IX

A director of this corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of his or her duties as a director, provided that this Article shall not eliminate or limit the liability of a director for the following: (i) for any transaction in which the director's personal financial interest is in conflict with the financial interests of the corporation or its shareholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law; (iii) for any vote for or assent to an unlawful distribution to shareholders as prohibited under KRS 271B.8-330; or (iv) for any transaction from which the director derived an improper personal benefit.

This Article IX shall continue to be applicable with respect to any such breach of duties by a director of the Corporation as a director notwithstanding that such director thereafter ceases to be a director and shall inure to the personal benefit of his or her heirs, executors, and administrators.

ARTICLE X

The shareholders of the corporation shall have preemptive rights.

ARTICLE XI

To the fullest extent permitted by, and in accordance with the provisions of, Kentucky law, as the same exists or may hereafter be amended, the corporation shall indemnify each director, officer, employee or agent of the corporation against expenses (including, but not limited to, attorneys' fees), judgments, taxes, penalties, fines (including, but not limited to, any excise tax assessed with respect to any employee benefit plan) and amounts paid in settlement (collectively, a "Liability"), incurred by such director, officer, employee or agent in connection with defending any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) to which such director, officer, employee or agent is, or is threatened to be made, a party because such director, officer, employee or agent is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a member, director, officer, partner, employee or agent of another domestic or foreign corporation, partnership, joint venture, trust or other enterprise, including, but not limited to, service with respect to employee benefits plans. A director, officer, employee or agent of the corporation shall be considered to be serving an

employee benefit plan at the corporation's request if the duties of such director, officer, employee or agent to the corporation also impose duties on or otherwise involve services by such director, officer, employee or agent to the plan or to participants in or beneficiaries of the plan. To the fullest extent authorized or permitted by, and in accordance with the provisions of, Kentucky law, as the same exists or may hereafter be amended, the corporation shall pay or reimburse expenses (including, but not limited to, attorneys' fees) incurred by a director, officer, employee or agent of the corporation who is a party to a proceeding in advance of final disposition of such proceeding.

The indemnification against Liability and advancement of expenses provided by, or granted pursuant to, this Article shall not be deemed exclusive of any other rights to which such director, officer, employee or agent of the corporation seeking such indemnification or advancement may be entitled under any By-Law, agreement, action of disinterested directors, or otherwise, as to any action by such director, officer, employee or agent in his or her official capacity as such or as to any action of such director, officer, employee or agent of the corporation in any other capacity, shall continue as to a person who has ceased to be a director, officer, employee or agent of the corporation, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

The corporation may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee or agent of the corporation, or who, while a director, officer, employee or agent of the corporation is or was serving at the request of the corporation as a member, director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against Liability asserted against or incurred by such director, officer, employee or agent in that capacity or arising from such director, officer, employee or agent's status as a director, officer, employee or agent, whether or not the corporation would have power to indemnify such director, officer, employee or agent against the same Liability under the provisions of this Article or the Kentucky Business Corporation Act, as the same exists or may hereafter be amended.

Any repeal or modification of this Article by the Board of Directors or shareholders of the Corporation shall not adversely affect any right or protection of a director, officer, employee or agent of the corporation under this Article with respect to any act or omission occurring prior to the time of such repeal or modification.

ARTICLE XII

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors. The number of directors shall be fixed by resolution from time to time.

The number of directors constituting the initial Board of Directors shall be two (2) and the individuals who shall serve as the initial directors of the Corporation are Dawn C. Stratton, O.D. and John C. Holtmann, whose mailing addresses are 155 Moore Dr., Lexington, Kentucky 40503.

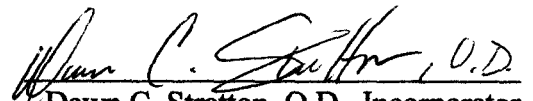
ARTICLE XIII

If any provision of these Articles of Incorporation or its application to any person or circumstances is held invalid by a court of competent jurisdiction, the invalidity does not affect other provisions or applications of these Articles of Incorporation that can be given effect without the invalid provision or application, and to this end the provisions of these Articles of Incorporation are severable.

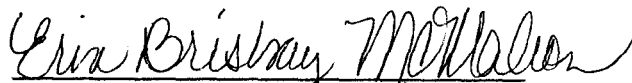
ARTICLE XIV

This document shall have a delayed effective date and time of January 1, 2007 at 12:00 a.m. EST.

Executed by the Incorporator on this 8th day of December, 2006.


Dawn C. Stratton, O.D., Incorporator

THIS INSTRUMENT PREPARED BY:


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