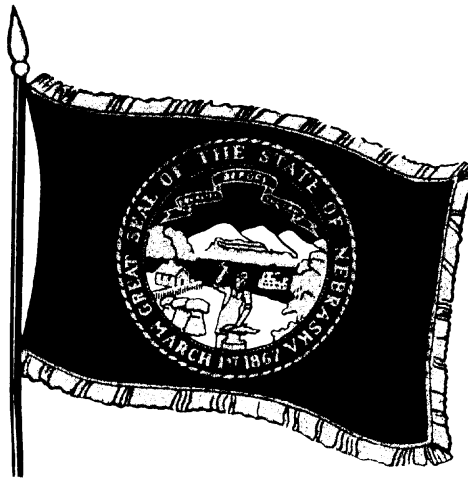


STATE OF

NEBRASKA

United States of America,
State of Nebraska } ss.



Department of State
Lincoln, Nebraska

I, Scott Moore, Secretary of State of Nebraska do hereby certify;

**the attached is a true and correct copy of Articles of Amendment to
the Articles of Incorporation of**

**THE INTERNATIONAL ASSOCIATION OF BOARDS OF
EXAMINERS IN OPTOMETRY, INC.**

changing the corporate name to

**THE ASSOCIATION OF REGULATORY BOARDS OF
OPTOMETRY, INC.**

**with registered office located in LINCOLN, Nebraska, as filed in this
office on September 8, 1999.**

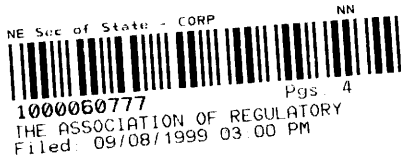
In Testimony Whereof,

**I have hereunto set my hand and
affixed the Great Seal of the State
of Nebraska on September 8, in
the year of our Lord, one
thousand nine hundred and
ninety-nine.**



A handwritten signature in cursive script that reads "Scott Moore".

SECRETARY OF STATE



**RESTATED ARTICLES OF INCORPORATION
OF
THE ASSOCIATION OF REGULATORY BOARDS OF OPTOMETRY, INC.**

**[FORMERLY, THE INTERNATIONAL ASSOCIATION
OF BOARDS OF EXAMINERS IN OPTOMETRY, INC.]
(Incorporated August 26, 1942)**

Pursuant to § 21-19,111 of the Nebraska Nonprofit Corporation Act, the undersigned corporation adopts by amendment the following Restated Articles of Incorporation:

ARTICLE I.

NAME

The name of the corporation is The Association of Regulatory Boards of Optometry, Inc.

ARTICLE II.

TYPE OF CORPORATION

This corporation is a public benefit corporation.

ARTICLE III.

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation's registered office is 7641 Leighton, Lincoln, Nebraska 68507, and the name of its registered agent at that address is Edmund Schneider, O.D.

ARTICLE IV.

MEMBERS

The corporation will have members.

ARTICLE V.

DURATION

The duration of the corporation shall be perpetual.

ARTICLE VI.

PURPOSES AND POWERS

The corporation is organized to exchange information and engage in programs and joint activities relating to the licensure of optometrists, the professional education of optometrists, and continuing education programs, to improve reciprocal relations between the several licensing jurisdictions, to cooperate in solving the mutual problems of the member boards, and to engage in other activities as the corporation may determine, for the purpose of improving the standards of the profession, the delivery of health services and the services of the regulatory licensing agencies, all for the welfare and protection of the general public.

The corporation is organized for charitable, educational and religious purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as amended ["the Code"], or corresponding provisions of subsequent federal tax laws, including the making of distributions to Code § 501(c)(3) exempt organizations.

The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code § 4942 but shall not engage in any act of self-dealing as defined in Code § 4941(d), nor retain any excess business holdings as defined in Code § 4943(c), nor make any investments in such manner as to incur tax liability under Code § 4944, nor make any taxable expenditures as defined in Code § 4945(d).

To that end, the corporation shall possess and may exercise all powers conferred by law on corporations formed under the Nebraska Nonprofit Corporation Act, subject, however, to paragraphs (a) to (d), both inclusive, of this Article IV.

(a) The property of the corporation is irrevocably dedicated to charitable, educational and religious purposes; no part of the net income or assets of the corporation shall inure to the benefit of any director, officer, or member of the corporation, or to the benefit of any private person [except that reasonable compensation may be paid for services rendered to the corporation].

(b) No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, or participating in, or intervening in, any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

(c) The corporation is organized and operated exclusively for charitable, educational and religious purposes within the meaning of Code § 501(c)(3). Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation (i) exempt from federal income tax under Code § 501(c)(3), or (ii) contributions to which are deductible under Code § 170(c)(2).

(d) Upon dissolution, the corporation's assets shall be distributed exclusively for one or more exempt purposes within the meaning of Code § 501(c)(3), or to such one or more charitable organizations which then qualify as exempt under Code § 501(c)(3), or to the federal government, or a state or local government, for a public purpose. Any corporate assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the corporation's principal office shall then be located, exclusively for such exempt purposes or to such one or more organizations which are organized and operated exclusively for such exempt purposes, as that court shall determine.

The corporation's internal affairs shall be managed by its Board of Directors; its powers and the time, place and manner of electing its members shall be provided for in its Bylaws.

ARTICLE VII.

ORIGINAL ARTICLES SUPERSEDED

These Restated Articles of Incorporation supersede the Corporation's original Articles of Incorporation and all amendments [if any] thereto.

IN WITNESS WHEREOF, these Restated Articles of Incorporation, which by amendment revise and supersede in their entirety the corporation's original Articles of Incorporation, have been duly adopted by the corporation's members in accordance with §§ 21-19,108 of the Nebraska Nonprofit Corporation Act, at a duly noticed annual meeting held on June 21, 1999 whereby thirty-eight (38) Active Member Boards were present, being the only class permitted voting privileges. Twenty-seven (27) voted for and nine (9) voted against the Restated Articles of Incorporation. The Restated Articles of Incorporation were duly adopted, pursuant to Article VIII of the corporation's Bylaws, which state that a two-thirds majority vote of members present at an annual meeting may adopt such amendments.

Dated: September 1, 1999.

THE ASSOCIATION OF REGULATORY
BOARDS OF OPTOMETRY, INC.
[The International Association of
Boards of Examiners in Optometry, Inc.]

By: James W. Hartzell, O.D.
James W. Hartzell, O.D.,
President

Attest:

Don Crouch, O.D.
Don Crouch, O.D., Secretary