

CERTIFICATE OF INCORPORATION
OF

FAMILY DRUG AND GIFT INCORPORATED

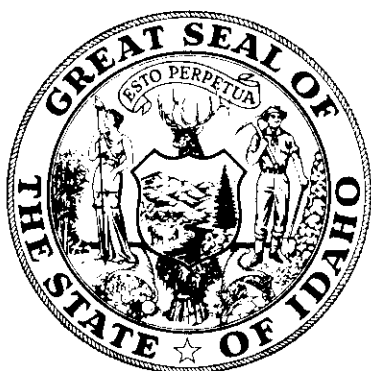
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

FAMILY DRUG AND GIFT INCORPORATED

duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: *March 17, 1982*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
FAMILY DRUG AND GIFT INCORPORATED

KNOW ALL PERSONS BY THESE PRESENTS, that we, the undersigned, JOHNNY G. RAHN and JUDITH ANNE RAHN, husband and wife, and LLOYD A. DAVIS, being three (3) natural persons of full age, who are citizens of the United States, have this day associated themselves voluntarily for the purposes of forming a private domestic corporation under the laws of the State of Idaho, and to that end hereby adopt Articles of Incorporation as follows:

FIRST: Corporate Name: The name of this corporation shall be Family Drug and Gift Incorporated.

SECOND: Corporate Existence: The period of existence and duration of this corporation shall be perpetual.

THIRD: Registered Office and Registered Agent: The location of the registered office of this corporation shall be 617 West North Street, Grangeville, Idaho 83530 with the registered office of such corporation being at the same address. The registered agent to accept process pursuant to law shall be Johnny G. Rahn, whose address and mailing address shall be the same as set forth in this paragraph.

FOURTH: Corporate Purposes: The nature of the business, objects and purposes of this business to be transacted, promoted and carried on are to do any or all of the following things herein mentioned, as fully and to the same extent as that natural persons might or could do in any part of the world, viz:

1. To manufacture, purchase, sell, import, export, and deal generally in drugs, medicines, proprietary articles, druggist's sundries, chemicals, extracts, tinctures, ointments, liniments, toilet articles, surgical apparatus, orthopedic appliances, physician and hospital supplies, pharmaceutical preparations, and any general merchandise connected therewith; and to engage in any business incidental thereto.

2. To manufacture, distribute, buy, sell, import, export, and otherwise deal in and with consumer goods and gifts made of synthetic materials, wood, and metal, including but not limited to, toys, novelties, kitchen appliances, models, hobby supplies, and similar products.

3. To engage in the business of buying and selling cameras,

ARTICLES OF INCORPORATION

photo supplies, films, photo plates, photographs, picture cards, greeting cards, and all other materials, appliances, supplies, and other articles necessary or convenient in connection with said business or incidental thereto.

4. To buy, sell, trade, manufacture, deal in, and deal with goods, wares, and merchandise of every kind and nature, and to carry on such business as wholesalers, importers, and exporters and to acquire all such merchandise, supplies, materials, and other articles as shall be necessary or incidental to such general retail business.

Furthermore, the corporation shall have the power to do all things necessary and incidental to all of the purposes and things set forth in the preceding paragraph as may be permitted under the laws of the State of Idaho, and as may be deemed necessary and reasonable by the corporate board of directors; to have and to exercise all the powers now or hereinafter conferred by the laws of the State of Idaho, upon corporations organized pursuant to the laws under which this corporation is organized and any and all acts amendatory thereof and supplemental thereto.

Furthermore, the corporation shall have the following specific powers:

To invest the assets of the corporation in property of every kind and character, real, personal, or mixed, tangible or intangible, wherever situated and however held, including but not limited to, money, choses in action, securities, stocks, bonds, warrants, mortgages, notes, and other obligations and evidences of interest indebtedness of any person, firm or corporation, foreign or domestic, or any government or subdivision or agency thereof; the corporation shall have the power to deal in real estate of all forms regardless of whether it be the leasing, outright ownership, investing in, or sale of any real property wherever situated; the corporation shall have the power to hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others; the corporation shall also have the power to let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority to subdivision or agency thereof.

Nothing herein contained shall be construed as giving the corporation any rights, powers, or privileges not permitted to it by law, but the occurrence in any of the foregoing clauses of this article of any purpose, power, or object prohibited by the laws of the State of Idaho, or the laws of the United States of America, or any other state or district, in which the corporation may carry on business shall not invalidate any other purpose, power, or object not prohibited, by reason of contiguity or apparent association therewith.

Furthermore, the corporation shall have the power to acquire, make payment therefore, in cash, for the stocks or bonds of this corporation or by undertaking or by assuming any obligations and liabilities of the transferor, or in any other way, goodwill, rights and property, the whole or any part of the assets, tangible or intangible, and to undertake or sue the liabilities of any person, firm, association or corporation; and to hold or in any manner dispose of the whole or any part of the business so acquired and to exercise all of the powers necessary or convenient for the conduct and management thereof.

FIFTH: The Corporate Stock: The capital stock of this corporation shall be Twenty-five Thousand Dollars (\$25,000.00) divided into Two Hundred Fifty (250), shares of stock of par value of One Hundred Dollars (\$100.00) per share. No distinction shall exist between the shares of this corporation and all such shares have the same right in the corporation.

SIXTH: Capitalization: All or any portion of the capital stock may be issued for cash or payment for real or personal property, services, or any other right or thing of value, for the uses of the corporation, and when so issued, shall become and be fully paid, the same as though paid for in cash at par; and the directors shall be the sole judges of value of any property, thing or right acquired in exchange for the capital stock.

SEVENTH: Increased Capitalization: From time to time, the capital stock may be increased according to law, and may be issued in such amounts and proportioned as shall be determined by the Board of Directors and may be permitted by law.

EIGHTH: Incorporators: The name and post office address of each of the incorporators and a statement of the number of shares subscribed for each is as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>	<u>Amount</u>
Johnny G. Rahn	617 W. North Grangeville, ID	125	\$1,250.00
Judith Anne Rahn	617 W. North Grangeville, ID	124	1,240.00
Lloyd A. Davis	Harpster Star Rt. Grangeville, ID	1	10.00

NINTH: Initial Board of Directors: The number of directors constituting the initial board of directors of the corporation is three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Johnny G. Rahn	617 W. North	Grangeville, ID	83530
Judith Anne Rahn	617 W. North	Grangeville, ID	83530
Lloyd A. Davis	Harpster Star Rt.	Grangeville, ID	83530

TENTH: Amendment of Articles: This corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by the laws of the State of Idaho, and all rights conferred upon stockholders herein are granted, subject to this resolution.

ELEVENTH: Limitation of Liability: The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

TWELFTH: Stock Restriction: It is agreed, that pursuant to Idaho Code §30-1-23A, that this corporation shall restrict the transfer of its stock, to the effect that before any individual shareholder may be permitted to sell any of his or her shares to someone other than the corporation or to any one other than an existing shareholder, the shareholder desiring to transfer his or her interest, shall communicate the terms of any proposed offer to the corporation and to its other existing shareholders in writing, who shall then have thirty (30) days in which to meet the terms of any third party offer. If such offer is not accepted by the corporation, or any of its existing shareholders, within that time,

the shareholders shall be free then to complete the transaction with the third party offeror. Pursuant to Idaho law such stock restriction shall appear on the face of any stock certificates authorized hereunder.

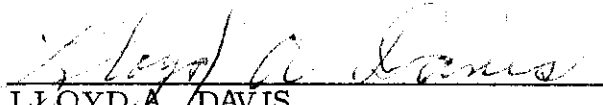
THIRTEENTH: Directors Powers: In addition to all powers authorized corporations organized under the laws of the State of Idaho, the Board of Directors are specifically authorized to:

1. To make any alternate by-laws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, and to authorize and to cause to be executed mortgages and liens upon real property and personal property of this corporation.

2. Pursuant to the affirmative vote of seventy-five percent (75%) of the issued and outstanding stock, or when authorized by the written consent of seventy-five percent (75%) of the holder of the stock, issued and outstanding, the Board of Directors shall have the authority at any meeting to sell, lease, or exchange all of the property and assets of this corporation, including its good will and corporate franchise, and upon such terms and such conditions as its Board of Directors may deem expedient for the best interests of the corporation.


JOHNNY G. RAHN


JUDITH ANNE RAHN


LLOYD A. DAVIS

STATE OF IDAHO)

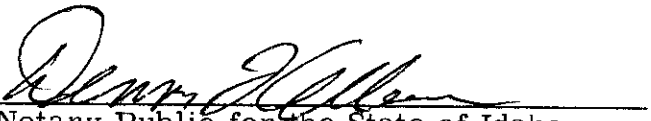
County of Idaho)
ss

On this 16th day of December, 1981, before me, a Notary for the said County and State, personally appeared JOHNNY G. RAHN and JUDITH ANNE RAHN, husband and wife, known to me to be

the persons whose names are subscribed to the within instrument and they acknowledged to me that they freely executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

(NOTARY SEAL)


Notary Public for the State of Idaho,
Residing at Grangeville, therein.

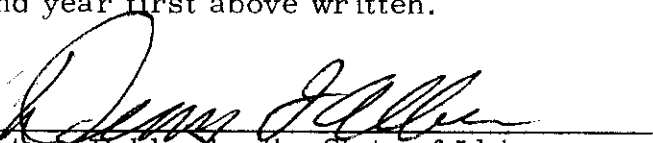
STATE OF IDAHO)

County of Idaho)
SS

On this 16th day of December, 1981, before me, a Notary for the said County and State, personally appeared LLOYD A. DAVIS, known to me to be the person whose name is subscribed to the within instrument and he acknowledged to me that he freely executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

(NOTARY SEAL)


Notary Public for the State of Idaho,
Residing at Grangeville, therein.