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2003 AUG 25 AM 8: 53

ARTICLES OF INCORPORATION

The undersigned, acting to incorporate a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. NAME: The name of the corporation is Red Rock Pharmacy, Inc.
2. DURATION: The period of its duration is perpetual.
3. PURPOSES: This corporation may transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.
4. SHARES AUTHORIZED: The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) shares at \$1 par value common stock.
5. NO PREEMPTIVE RIGHTS: Shareholders shall have no preemptive rights to acquire unissued or treasury stock or securities convertible into or carrying a right to subscribe to or acquire shares.
6. BUSINESS AFFAIRS: Provisions for the regulation of the internal affairs of the corporation are such as may be provided in detail by the corporation's By-Laws, including restrictions on transfer of shares.
7. REGISTERED AGENT AND OFFICE: The initial registered agent is:

Ed Snell

and the initial registered office is:

1015 E. Young
Pocatello, ID 83201

8. BOARD OF DIRECTORS: One individual shall constitute the initial Board of Directors and will serve until the first annual shareholder meeting or until a successor is elected and qualified. The director's name and address are:

IDAHO SECRETARY OF STATE
08/25/2003 05:00
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Ed Snell
1015 E. Young
Pocatello, ID 83201

9. INCORPORATOR: The name and address of the incorporator are:

Ed Snell
1015 E. Young
Pocatello, ID 83201

10. STOCK TRANSFER RESTRICTIONS: Transfer of this corporation's stock shall be restricted; those restrictions are set forth in detail in this Corporation's By-Laws.

DATED: 8/22/03.

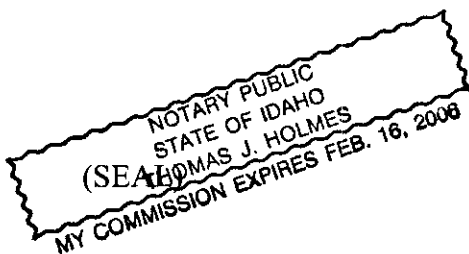


Ed Snell, Incorporator

STATE OF IDAHO)
 :SS
County of Bannock)

On this 22 day of Aug - 8, 2003, before me, the undersigned Notary Public, in and for said State, personally appeared Ed Snell, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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





NOTARY PUBLIC - STATE OF IDAHO
My Commission Expires: _____