



**CERTIFICATE OF INCORPORATION
OF**

R & R PHARMACY, INC.

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 the above named corporation, 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 23, 1988**



Pete T. Cenarrusa

SECRETARY OF STATE

by *Joel M. Hawley*

ARTICLES OF INCORPORATION

RECEIVED
SEC. OF STATE

KNOW ALL MEN BY THESE PRESENTS:

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THAT WE, the undersigned, natural persons of full age, citizens and residents of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and do hereby certify as follows:

ARTICLE I.

The name of the Corporation shall be:

R & R PHARMACY, INC.

ARTICLE II.

The Corporation is formed for the following purposes:

- (a) To provide professional pharmaceutical services to the public, including the dispensing of prescription drugs and all other services or purposes for which pharmacists may be licensed in the State of Idaho;
- (b) To provide other pharmaceutical services related to the primary purpose above stated, which services are lawful to be provided by licensed pharmacists of the State of Idaho;
- (c) To perform all lawful business activities necessary or incidental to the foregoing purposes;
- (d) For the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, Idaho Code §30-1-1, et seq.

ARTICLE III.

The duration of the Corporation shall be perpetual.

ARTICLE IV.

The Corporation is authorized to issue one class of shares, in a total amount of 10,000 shares, each share of stock bearing a par value of \$1.00. Shares of stock of this Corporation shall not be transferred or sold until said sale shall be approved by the Board of Directors of this Corporation, in accordance with the duly adopted By-laws of this Corporation.

The Capital stock of this Corporation, after the amount of the subscription price or par value has been paid in, shall not be subject to assessment and no paid up stock and no stock issued as fully paid shall be assessed or be assessable.

ARTICLE V.

The initial registered agent and address of the Corporation shall be:

J. Robin Kinsey 050 N. 121 E., Jerome, ID 83338

ARTICLE VI.

The names and addresses of those persons who shall serve as directors of the Corporation until the first annual meeting of shareholders are:

J. Robin Kinsey	P. O. Box 385, Jerome, ID 83338
Richard N. Everson	737 East 16th, Jerome, ID 83338

ARTICLE VII.

The names and addresses of the incorporators of this Corporation are:

J. Robin Kinsey
Richard N. Everson

P. O. Box 385, Jerome, ID 83338
737 East 16th, Jerome, ID 83338

ARTICLE VIII.

No private property of the stockholders of the Corporation shall be subject to or liable for the payment of corporate debts.

ARTICLE IX.

By-laws shall be adopted by the Board of Directors, and when so adopted, may thereafter be repealed, amended or new By-laws adopted by a two-thirds (2/3) vote of the Directors.

ARTICLE X.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these ARTICLES OF INCORPORATION in the manner now or hereafter provided by law, and all rights conferred upon stockholders of this Corporation are granted subject to this reservation.

IN WITNESS WHEREOF, We, the incorporators of R & R PHARMACY, INC., have set our hands this 22nd day of March, 1988.


J. ROBIN KINSEY


RICHARD N. EVERSON

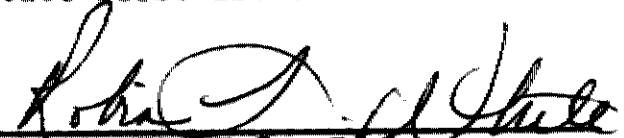
STATE OF IDAHO)

County of Jerome)

On this 22nd day of March, 1988, before me, the undersigned, a Notary Public in and for said County and

State, personally appeared J. ROBIN KINSEY and RICHARD N. EVERSON, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, the day and year in this certificate first above written.


NOTARY PUBLIC for Idaho