

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
RXELITE HOLDINGS INC.**

File Number C 151586

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: 4 November 2003



Ben Yursa

SECRETARY OF STATE

By *[Signature]*

202



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

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SECRETARY OF STATE
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

- The name of the corporation is: RxElite Holdings Inc.
- The name which it shall use in Idaho is: RxElite
- It is incorporated under the laws of: Delaware
- Its date of incorporation is: October 23, 2003
- The address of its principal office is: 1404 N. MAIN St., Ste. 200, Meridian, ID 83642
- The address to which correspondence should be addressed, if different from item 5, is: see #5
- The street address of its registered office in Idaho is: RxElite Holdings Inc. 1404 N. Main St., Ste. 200, Meridian, ID 83642
and its registered agent in Idaho at that address is: Jonathan Houssian
- The names and respective business addresses of its directors and officers are:

Name	Office	Address
Jonathan Houssian	Director	1404 N. MAIN St., Ste 200
"	President	Meridian, ID 83642
"	Secretary	
"	Treasurer	

Dated: November 3, 2003

Signature: [Signature]

Typed Name: Jonathan Houssian

Capacity: President

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

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 Revised 07/2002

C151586

IDAHO SECRETARY OF STATE
 11/04/2003 05:00
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 1 @ 20.00 = 20.00 EXPEDITE C # 4
 1 @ 20.00 = 20.00 CORP SUR # 5

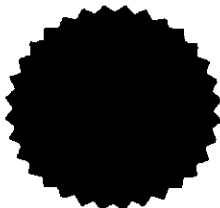
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RXELITE HOLDINGS INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF NOVEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2726280

DATE: 11-03-03