

State of Idaho

Office of the Secretary of State

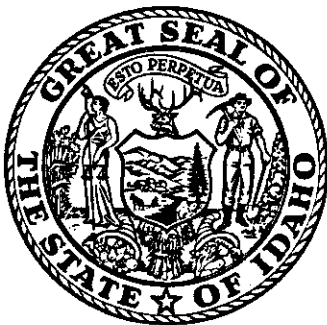
**CERTIFICATE OF AUTHORITY
OF
RXELITE HOLDINGS INC.**

File Number C 179964

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: September 4, 2008



Ben Yursa

SECRETARY OF STATE

By

[Signature]



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

FILED EFFECTIVE

08 SEP -4 AM 9:06

SECRETARY OF STATE
STATE OF IDAHO

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

1. The name of the corporation is:

RxElite Holdings Inc.

2. The name which it shall use in Idaho is:
- RxElite Holdings Inc.

3. It is incorporated under the laws of:
- Delaware

4. Its date of incorporation is:
- 11/04/2003

5. The address of its principal office is:

1404 N MAIN STREET STE 200 MERIDIAN IDAHO 83642

6. The address to which correspondence should be addressed, if different from item 5, is:
-
- SAME

7. The street address of its registered office in Idaho is:
- 1404 N. MAIN STREET STE 200

and its registered agent in Idaho at that address is: JONATHAN HOUSSIAN

8. The names and respective business addresses of its directors and officers are:

Name	Title	Business Address
SEE ATTACHED SHEET		

Dated: 07/31/08Signature: Typed Name: SHANNON M. STITHCapacity: SECRETARY*[The signer must be a director or an officer of the corporation.]*

Customer Acct # :

(If using pre-paid account)

Secretary of State use only

0179964

IDAHO SECRETARY OF STATE
 09/04/2008 05:00
 CK: 11448 CT: 186192 BH: 1134326
 1 @ 100.00 = 100.00 AUTH PRO # 2

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 Revised 05/2006

Web Form

RxElite Holdings Inc.
Corporation No. C151586

Directors and Officers

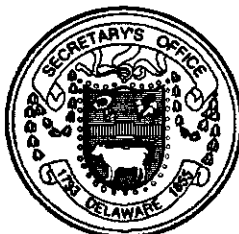
Name	Title	Business Address
Jonathan Houssian	CEO, President	1404 N. Main Street, Ste 200 Meridian, ID 83642
Peter W. Williams	Chairman	1404 N. Main Street, Ste 200 Meridian, ID 83642
Mark Auerbach	Director	1404 N. Main Street, Ste 200 Meridian, ID 83642
David Rector	Director	1404 N. Main Street, Ste 200 Meridian, ID 83642
Daniel Chen	Director	1404 N. Main Street, Ste 200 Meridian, ID 83642
Frank Leo	Director	1404 N. Main Street, Ste 200 Meridian, ID 83642
Earl Sullivan	COO	1404 N. Main Street, Ste 200 Meridian, ID 83642
Shannon Stith	VP-Finance, Secretary, Treasurer	1404 N. Main Street, Ste 200 Meridian, ID 83642

Delaware

PAGE 1

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 TWENTY-FIFTH DAY OF AUGUST, A.D. 2008.



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080896214

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6810073

DATE: 08-25-08