

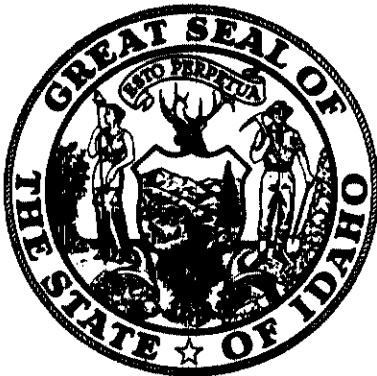
**CERTIFICATE OF INCORPORATION
OF**

CORNER DRUG, 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: September 10, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth W. Basala*

**DUPLICATE
ORIGINAL**

RECORDED
SEC. OF STATE
30 SEP 10 AM 10 52

ARTICLES OF INCORPORATION

OF

CORNER DRUG, INC.

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

ARTICLE I.

The name of the corporation is CORNER DRUG, INC.

ARTICLE II.

The period of its duration is perpetual.

ARTICLE III.

The purpose or purposes for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV.

The total amount of capital of this corporation is TWO HUNDRED THOUSAND DOLLARS (\$200,000.00), divided into shares, each of the par value of ONE and NO/100 (\$1.00) DOLLAR per share. All of said stock shall be common stock and non-assessable having equal voting rights, powers, preferences, and restrictions.

ARTICLE V.

The business of the Corporation shall be managed and conducted by a Board of Directors of not less than one (1) and not more than three (3) Directors. The Board of Directors shall be elected in the manner set forth in the By-Laws.

In addition to the powers and authority granted to the Directors in these Articles of Incorporation, and in addition to the powers and authority expressly conferred on them by statute, the Board of Directors of the Corporation shall have such additional powers and authority, not inconsistent with law, as may be set forth in the By-Laws.

ARTICLE VI.

The corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of Incorporation, in the manner consistent with law and in conformity with the provisions set forth by the By-Laws.

ARTICLE VII.

In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to frame and adopt any such By-Laws for the corporation as are not inconsistent with the laws of the State of Idaho and these Articles of Incorporation. Any By-Laws so adopted by the Board of Directors may be amended or repealed by vote of holders of record of a majority of the corporation's capital stock at

any regular stockholder's meeting or at any special stockholder's meeting called for that purpose.

ARTICLE VIII.

The address of the initial registered office of the Corporation is 225 Main Street, Bonners Ferry, Idaho 83805, and the name of its initial registered agent at such address is RANDALL W. DAY.

ARTICLE IX.

The number of directors constituting the initial Board of Directors of the Corporation is two, 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:

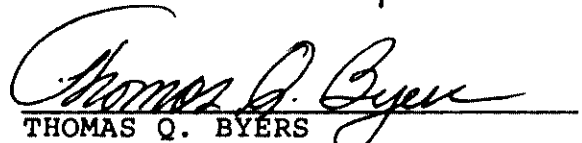
NAME	ADDRESS
THOMAS Q. BYERS	P.O. Box 479 Bonners Ferry, ID 83805
MARTHA ANN BYERS	P.O. Box 479 Bonners Ferry, ID 83805

ARTICLE X.

The name and address of the incorporator is:

THOMAS Q. BYERS
P.O. Box 479
Bonners Ferry, ID 83805

Executed in duplicate on this 1st day of September, 1990.

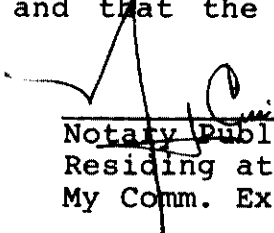

THOMAS Q. BYERS

STATE OF IDAHO:

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County of Boundary:

The undersigned notary public does hereby certify that on this 6th day of Sept, 1990, personally appeared before me, THOMAS Q. BYERS, who being by me first duly sworn declare that they are the persons who signed the foregoing document as incorporator, and that the statements therein contained are true.



Notary Public for Idaho
Residing at Bonners Ferry
My Comm. Exp.: 10-7-93