



Department of State.

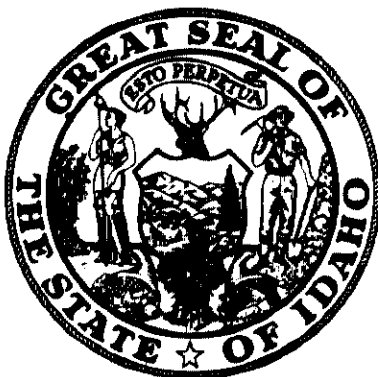
**CERTIFICATE OF INCORPORATION
OF**

NORTH COUNTRY NATURAL, 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: December 5, 1988



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

REC
SEC. 1
88 DEC 5 1997
ARTICLES OF INCORPORATION
OF
NORTH COUNTRY NATURAL, INC.

The undersigned, being over 18 years of age and a citizen of the United States of America, hereby forms the following corporation pursuant to the Idaho Business Corporation Act.

I

The name of the corporation is North Country Natural, Inc.

II

The period of its duration is perpetual.

III

The sole and specific purpose for which the corporation is organized is the business of purchasing and marketing vitamins and natural foods and to engage in all other endeavors not prohibited by law.

IV

The aggregate number of shares which the corporation shall have authority to issue is 5,000 shares, all one class, and of \$1.00 par value.

V

The address of the initial registered office of the corporation is 517 N. Fourth Ave., Sandpoint, Idaho 83864. The name of the initial registered agent at such address is Charlton Mills.

VI

The number of directors constituting the initial board of directors of the corporation is two (2) 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:

Ralph F. Arndt
P.O. Box 1626
Sandpoint, ID 83864

Timothy D. Martin
1790 Lakeshore
Sagle, ID 83860

VII

The name and address of the incorporator is Charlton Mills, 517 N. Fourth Ave., Sandpoint, ID 83864.

DATED this 1st day of December, 1988.

Charles