

**ARTICLES OF INCORPORATION
OF
STAR PHARMACY, INC.**

FILED EFFECTIVE

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SECRETARY OF STATE
STATE OF IDAHO

1. Name. The name of the corporation is Star Pharmacy, Inc.
2. Authorized shares. The aggregate number of shares the corporation is authorized to issue shall be 10,000, all of which shall be common voting stock.
3. Registered office and agent. The registered office of the corporation is 5432 N. Hickory Run, Boise, Idaho, 83713, and its registered agent at that address is Dwayne J. Denison.
4. Incorporator. The name and address of the incorporator is:

Dwayne J. Denison
5432 N. Hickory Run
Boise, Idaho 83713
5. Corporate purposes. The purposes for which this corporation is organized are:
 - a. to own and operate pharmacies;
 - b. the transaction of any other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.
6. Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in a shareholder agreement authorized under section 30-1-732, Idaho Code. The number of directors constituting the board of directors shall be two. The names and addresses of the initial directors are:

Dwayne J. Denison
5432 N. Hickory Run
Boise, Idaho 83713

Thayne Ketterling
233 Edwards Drive
Twin Falls, Idaho 83301

7. Cumulative Voting. All shareholders are entitled to cumulate their votes for directors, that is, they are entitled to multiply the number of votes they are entitled to cast by the number of directors for whom they are entitled to vote and cast the product for a single candidate or distribute the product among two (2) or more candidates.

ARTICLES OF INCORPORATION - 1
10/11/06

IDAHO SECRETARY OF STATE
12/18/2006 05:00
CK: 4549 CT: 135833 DH: 1828377
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1 @ 20.00 = 20.00 EXPEDITE C # 3

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8. Preemptive Rights. The corporation elects to have preemptive rights.

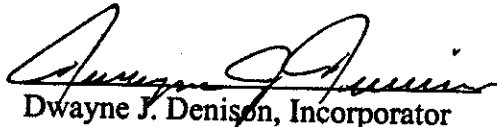
9. Indemnification. The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).

10. Limitation of Liability. No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

11. Amendment of Articles and Bylaws. The Articles of Incorporation and the Bylaws of this Corporation may be amended only by the vote of two-thirds of the shares voting on the question.

12. Transfer of Stock. A shareholder shall not voluntarily or involuntarily give, sell, transfer, assign, pledge or encumber any of the shareholder's interest in any or all of the shares of the Corporation that may now or hereafter be acquired, held or owned by the shareholder, to any person, firm or corporation without the prior written consent of the Corporation, and the remaining shareholders, and/or in accordance with the terms of any Agreement entered into by this Corporation with the written consent of its shareholders.

In witness whereof, I have subscribed these Articles of Incorporation this 15 day of December, 2006.


Dwayne J. Denison, Incorporator

CERTIFICATE OF ACKNOWLEDGMENT

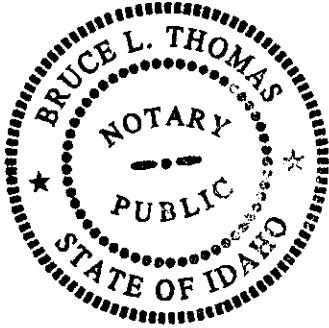
STATE OF IDAHO

County of Ada

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On this 15th day of December, 2006, before me, the undersigned, a Notary Public in and for said State, personally appeared Dwayne J. Denison, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

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



Bruce L. Thomas
Notary Public for Idaho
Residing at Boise
My Commission Expires: 10/24/12