

ARTICLES OF INCORPORATION

OF

BOISE VITAMIN AND HEALTH, INC.

FILED/EFFECTIVE

APR 18 1 14 PM '00

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

I.

The name of the corporation shall be **Boise Vitamin and Health, Inc.**

II.

The corporation shall exist in perpetuity.

III.

The address of the initial registered office of this corporation in the state of Idaho shall be 1815 W. Washington, Boise, Idaho 83702, and the name of the initial registered agent at that address shall be **Keith Cox**.

IV.

The purposes for which this corporation is organized shall be and are:

(1) To engage in the business of retail sales of vitamin supplements and related health products.

(2) To purchase, sale, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real and personal property, or any interest therein.

(3) To make contracts, borrow money and secure its obligations by mortgage or pledge of real and personal property.

(4) To transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

IDAHO SECRETARY OF STATE

04/18/2000 09:00

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V.

The business of this corporation shall be managed and conducted by a board of directors. The number of directors constituting the initial board of directors shall be two (2), and the names and addresses of the persons to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

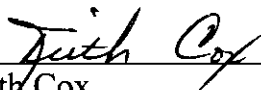
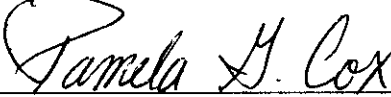
Name	Address
Keith Cox	1815 W. Washington Boise, Idaho 83702
Pamela G. Cox	1815 W. Washington Boise, Idaho 83702

The aggregate number of shares which this corporation shall have authority to issue shall be 1000 shares without par value.

The names and addresses of the incorporators are as follows:

Name	Address
Keith Cox	1815 W. Washington Boise, Idaho 83702
Pamela G. Cox	1815 W. Washington Boise, Idaho 83702

IN WITNESS WHEREOF, we have hereunto set our hands this 17 day of April, 2000.

 _____ Keith Cox	
 _____ Pamela G. Cox	

STATE OF IDAHO)

: ss.

County of Ada)

On this 17th day of April, 2000, before me, a notary public in and for said county and state, personally appeared Pamela G. Cox, known to me to be the person whose name is subscribed to with within instrument, and acknowledged to me that she 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.



Trix A. Young
NOTARY PUBLIC FOR IDAHO

Residing at Nampa ID, Idaho

My Commission Expires 02/17/04

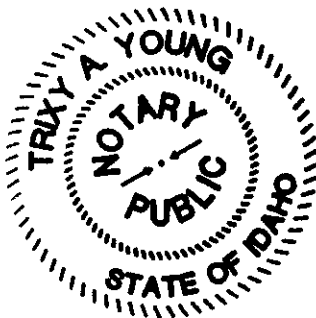
STATE OF IDAHO)

: ss.

County of Ada)

On this 17th day of April, 2000, before me, a notary public in and for said county and state, personally appeared Keith Cox, known to me to be the person whose name is subscribed to with within 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.



Trix A. Young
NOTARY PUBLIC FOR IDAHO


Residing at Nampa ID, Idaho

My Commission Expires 02/17/04

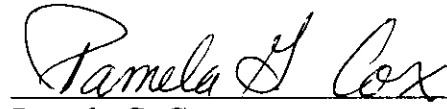
APPROVAL BY SHAREHOLDERS

The undersigned shareholders of Boise Vitamin and Health, Inc., do hereby assent to the adoption of the above and foregoing bylaws of said corporation.

DATED this 17 day of April, 2000.



Keith Cox



Pamela G. Cox

STATE OF IDAHO)

: ss.

County of Ada)

I, Pamela G. Cox, the duly elected Vice-President, Secretary of Boise Vitamin and Health, Inc., do hereby certify that the above and foregoing are the duly adopted bylaws of said corporation.

DATED this 17 date of April, 2000.



Pamela G. Cox, Vice-President, Secretary

