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SECRETARY OF STATE
STATE OF IDAHO**ARTICLES OF INCORPORATION****OF****HEALTHSHOP, INC.**

The undersigned, acting as incorporator under the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

Article 1
NAME OF THE CORPORATION

The name of the corporation is HealthShop, Inc. (the "Corporation").

Article 2
PURPOSES OF THE CORPORATION

The Corporation may do any acts and perform any business permitted by the Idaho Business Corporation Act.

Article 3
SHARES

3.1 Stock. The aggregate number of shares the Corporation is authorized to issue shall be one million (1,000,000), all of which shall be common voting stock with a par value of \$.001.

3.2 Treasury Shares. Unless a resolution of the Board of Directors provides that reacquired shares shall constitute authorized but unissued shares, any shares reacquired by the Corporation shall be Treasury Shares and may be held, used, resold, or disposed of free of any restrictions that would be imposed on the original issuance of shares of the Corporation.

Article 4
PREEMPTIVE RIGHTS

Shareholders of the Corporation shall have no preemptive rights to acquire stock in the Corporation.

Article 5
VOTING

Each outstanding share entitled to vote shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders. Shareholders of the Corporation do not have the right to cumulate their votes for directors.

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IDAHO SECRETARY OF STATE
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Article 6
REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation is 5101 W. Cove Street, Boise, Idaho 83703, and the name of the registered agent at such address is Kim Jordan.

Article 7
INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the Corporation is one (1) and the name and address of such person to serve as the initial director is as follows:

Name	Address
Kim Jordan	5101 W. Cove Street Boise, ID 83703

Article 8
INCORPORATOR

For purposes of the Articles of Incorporation, the name and address of the Incorporator is:

Name	Address
John M. Eustermann	877 West Main Street, Suite 1000 Boise, ID 83702

Article 9
LIMITATION OF LIABILITY

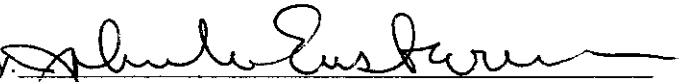
A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages, and the Corporation shall indemnify a director against liability (as defined in Idaho Code §30-1-850(5)) to any person, for any action taken, or any failure to take action, as a director except for 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 Idaho Code § 30-1-833, or (iv) an intentional violation of criminal law.

Article 10
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).

Article 11
EXECUTION

For the purpose of forming this corporation under the laws of the State of Idaho, the undersigned has executed these Articles of Incorporation on June 20, 2002.

By 
John M. Eustermann, Incorporator