

ORIGINAL

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ARTICLES OF INCORPORATION

02 FEB -5 AM 8:48

OF

STATE OF IDAHO MODERN COMPOUNDING PHARMACY, INC.

The undersigned incorporators, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act adopts the following articles of incorporation:

ARTICLE ONE

Corporate Name.

The name of the corporation is MODERN COMPOUNDING PHARMACY, INC.

ARTICLE TWO

Purpose.

The nature of the business and the objects and purpose to be transacted, promoted, and carried on by the Corporation are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do in any part of the world as follows:

To transact any or all lawful business for which corporations may be incorporated under the "Idaho Business Corporation Act" as it is presently constituted or may hereinafter be amended.

To do all and everything necessary, suitable and proper for and incident to the accomplishment of the purposes enumerated above, and for the attainment of any of the objects or the furtherance of any of the powers herein before set forth, either alone or in association with other corporations, firms, or

IDAHO SECRETARY OF STATE
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individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is granted.

IN FURTHERANCE AND NOT IN LIMITATION Of the general powers conferred by the laws of the State of Idaho, and of the objects and purposes herein set forth, it is expressly provided that this corporation shall also have the following powers, viz:

To borrow or loan money with or without security therefor; to issue promissory notes, bonds, debentures, mortgages, security agreements of all kinds, and other evidences of indebtedness.

To make, enter into and perform contracts of every kind for any lawful purpose with any person, firm, association, corporation, municipality, body politic, country, state or the federal government.

To have one or more offices to conduct its business and promote its objects within and without the State of Idaho, in other states and territories of the United States, or other countries, subject, however, to the laws and limitations of such state, territory or country; and to maintain divisions, branches, or companies under other names although wholly owned by this corporation.

To purchase or otherwise acquire lease, assign, mortgage,

pledge or otherwise dispose of any trade names, trade marks, concessions, inventions, formulas, improvements, processes of any nature whatsoever, copyrights and letters patent of the United States and foreign countries.

And to issue shares of the capital stock of this corporation in return for mining claims, patents, leases, subleases, assignments and reassignments, property, tangible and intangible, and for services actually rendered to the corporation; such shares to have preemptive rights.

ARTICLE THREE

Duration.

That the existence of the corporation is to be perpetual after its incorporation, unless sooner dissolved or disincorporated pursuant to law.

ARTICLE FOUR

Registered Office and Agent.

That the place where its principal business is to be transacted and the registered office of the corporation in this State shall be at 762 Washington, Montpelier, Idaho. The name of the corporation initial registered agent at such address is Harold A. Olson.

ARTICLE FIVE

Authorized Stock

The total number of shares which the Corporation shall have

the authority to issue is 1,000 shares with \$1.00 par value.

The stock of the Corporation is divided into 1,000 shares of a single class, each share having equal rights and each share having one (1) vote. All stock when fully paid for shall be non-assessable.

ARTICLE SIX

Additional Shares

The corporation shall have the power to adopt, by appropriate by-laws, a provision or provisions restricting the sale or transfer of shares of stock; provided that the same shall be in accordance with applicable laws.

ARTICLE SEVEN

Subscribed Stock

That the amount of the capital stock which has been actually subscribed and paid for is the sum of one hundred shares, and following are the names of the persons, their addresses and the number of shares by whom the same have been subscribed, to-wit:

<u>Name of Subscriber</u>	<u>Address</u>	<u>No. of Shares</u>
LeAndra S. Olson	245 S. 9th Montpelier, Id 83254	50
Harold A. Olson	245 S. 9th Montpelier, Id 83254	50

ARTICLE EIGHT

Management

That the management of this corporation shall be vested in

LeAndra S. Olson	245 S. 9th Montpelier, Id	83254
Harold A. Olson	245 S. 9th Montpelier, Id	83254

By-Laws

ARTICLE TEN

Penny J. Stanford 22 W. 1st N.
St. Anthony, Id 83445

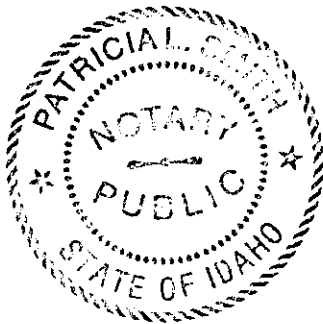
IN WITNESS WHEREOF, We have hereunto set our hands and
seals this 30 day of January, 2002.

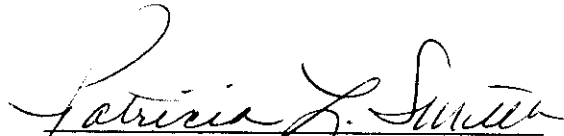


PENNY J. STANFORD

STATE OF IDAHO)
) ss.
COUNTY OF FREMONT)

On this 30th day of January, in the year 2002, before me
a notary public for the State of Idaho, personally appeared PENNY
J. STANFORD, known or identified to me to be the person whose name
is subscribed to the foregoing instrument, and acknowledged to me
that she executed the same.





Notary Public for Idaho
Residing at: St. Anthony
Commission Exp: 1-11-06