



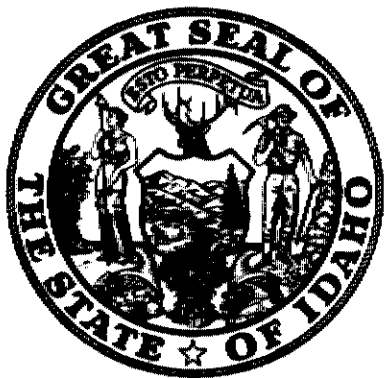
**CERTIFICATE OF INCORPORATION  
OF**

**PRESCRIPTION CENTER HOME CARE, 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 19, 1988



*Pete T. Cenarrusa*  
\_\_\_\_\_  
SECRETARY OF STATE

by: *[Signature]*

REC-  
SEC. 1  
88 DEC 19 10 10 44

**ARTICLES OF INCORPORATION  
OF  
PRESCRIPTION CENTER HOME CARE, INC.**

The undersigned, acting as incorporator, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation.

**ARTICLE I**

The name of the corporation shall be Prescription Center Home Care, Inc.

**ARTICLE II**

The corporation is to have perpetual existence.

**ARTICLE III**

The corporation is formed to transact any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

**ARTICLE IV**

The capital stock of the corporation shall be one hundred (100) shares of common stock, without par value. The capital stock of the corporation shall not be assessable.

**ARTICLE V**

Provisions denying preemptive rights are: None

**ARTICLE VI**

The address of the corporation's initial registered office shall be 245 North Placer, ~~Idaho Falls~~, Bonneville, State of Idaho, 83401 and the name of its initial registered agent at such address is Gary K. Pullen.

**ARTICLE VII**

The number of directors constituting the initial board of directors of the corporation is one and the name and address of

the person who is to serve as director until the first annual meeting of the shareholders or until his successor is elected and shall qualify are:

Gary K. Pullen  
245 North Placer  
Idaho Falls, ID 83401

#### ARTICLE VIII

The name and address of the incorporator is:

Gary K. Pullen  
245 North Placer  
Idaho Falls, ID 83401

#### ARTICLE IX

Provisions for the regulation of the internal affairs of the corporation are: None

#### ARTICLE X

No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except:

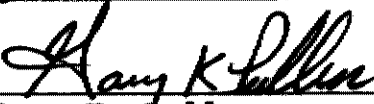
a. For breach of a director's duty of loyalty to the Corporation or its stockholders.

b. For facts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.

c. Liability under §30-1-48 of the Idaho Code.

d. For any transaction from which the director derived an improper personal benefit.

DATED this 6<sup>th</sup> day of December, 1988.

  
\_\_\_\_\_  
Gary K. Pullen

INCORPORATOR

5149g/kmp

RECEIVED  
Prescription Center, Inc.  
245 No. SE Placer  
Idaho Falls, ID 83401  
88 DEC 13 AM 11 16

Secretary of State  
CORPORATIONS DIVISION  
Room 208, Statehouse  
Boise, ID 83720

Dear Sir or Madam:

This letter is to notify you that Prescription Center, Inc. hereby consents to the use of the name Prescription Home Care, Inc. by that corporation even though such name might be considered substantially similar to Prescription Center, Inc.

Sincerely yours,

PRESCRIPTION CENTER, INC.

By:   
Gary Pullen, President

7878f/kmp

76