

**ARTICLES OF INCORPORATION**

**OF MEDS, INC.**

**FILED**  
97 NOV 17 PM 2:39  
SECRETARY OF STATE  
STATE OF IDAHO

The undersigned natural persons over the age of eighteen (18) years, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

**ARTICLE I.**

The name of the corporation is: MEDS, INC., and its duration shall be perpetual.

**ARTICLE II.**

The corporation is organized to engage in any and all lawful activities for which corporations may be organized under the Idaho Business Corporation Act.

**ARTICLE III.**

It shall have authority to issue one hundred (100) shares, no par value, all of one class.

**ARTICLE IV.**

The address of its initial registered office is:

877 Main Street, Suite 700, Boise, Idaho 83702

The name of its initial registered agent at such address is: Max A. Eiden.

**ARTICLES OF INCORPORATION - PAGE 1**  
**1 OF 2 DUPLICATE ORIGINALS**

IDAHO SECRETARY OF STATE

11/17/1997 09:00

CK: 1457 CT: 28165 BH: 55953

1 @ 100.00 = 100.00 CORP

C121578

## ARTICLE V.

To the fullest extent permitted by law, this corporation shall have the power to indemnify any person and to advance expenses incurred or to be incurred by such person in defending a civil, criminal, administrative or investigative action, suit or proceeding threatened or commenced by reason of the fact said person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Any such indemnification or advancement of expenses shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office. Any indemnification or advancement of expenses so granted or paid by the corporation shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representative of such a person.

No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except (i) for any breach of the director's duty of loyalty to the corporation or its stockholders; (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) for liability imposed for failure to comply with the applicable legal standard of conduct for a director in any of the circumstances described in Section 30-1-48, Idaho Code; or (iv) for any transaction from which the director derives an improper personal benefit.

## ARTICLE VI.

The number of directors constituting its initial Board of Directors is one (1), whose name and address is:

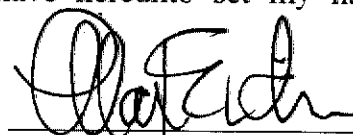
Max A. Eiden  
877 Main Street, Suite 700  
Boise, Idaho 83702

ARTICLE VII.

The names and addresses of each incorporator is:

Max A. Eiden  
877 Main Street, Suite 700  
Boise, Idaho 83702

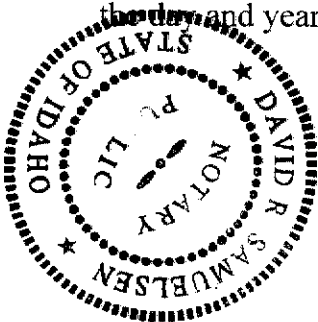
IN WITNESS WHEREOF, I have hereunto set my hand this 24th day of November, 1997.

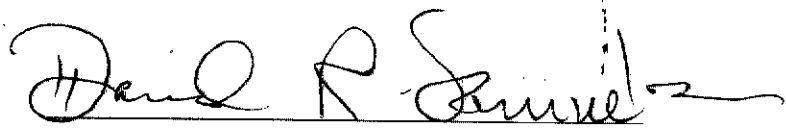
  
\_\_\_\_\_  
Max A. Eiden

STATE OF IDAHO            )  
                                      ) ss.  
County of Ada             )

On this 13 day of Nov, 1997, before me, the undersigned, Notary Public in and for said State, personally appeared MAX A. EIDEN, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS HEREOF, I have hereunto set my hand and affixed my official seal ~~the day~~ and year first above written.



  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at: Boise ID  
Commission Expires: 6-8-2002