

State of Idaho

Department of State

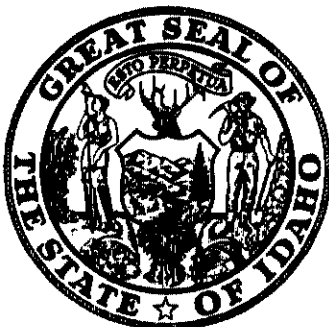
CERTIFICATE OF INCORPORATION OF

O'DONNELL PHARMACEUTICAL MANAGEMENT, 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: September 4, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Dale Harnaworth*

ARTICLES OF INCORPORATION

OF

O'DONNELL PHARMACEUTICAL MANAGEMENT, INC.

RECEIVED
SEC. OF STATE
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KNOW ALL MEN BY THESE PRESENTS, that we, MICHAEL J. O'DONNELL and HELEN L. O'DONNELL, the undersigned, full age citizens of the United States, this day, for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, do hereby certify:

ARTICLE I.

That the name of the corporation shall be O'DONNELL PHARMACEUTICAL MANAGEMENT, INC.

ARTICLE II.

The purposes for which the corporation is organized shall be, and include, the transaction of any and all lawful business for which a corporation may be incorporated under "The Idaho Business Corporation Act." The specific purpose for which the corporation is organized is to have pharmacy ownership, management, and to provide pharmaceutical expertise and services to other entities.

ARTICLE III.

This corporation shall have perpetual existence.

ARTICLE IV.

The location and mailing address of the registered office in this State and principal place of business shall be 410 Vista Drive, Coeur d'Alene, Idaho 83814, and the initial registered agent at such address is MICHAEL J. O'DONNELL.

ARTICLE V.

There shall be only once class of capital stock of this corporation, which shall be designated as common stock, and such common stock shall be and consist of ONE HUNDRED THOUSAND (100,000) shares with ONE AND NO/100 DOLLARS (\$1.00) par value.

ARTICLE VI.

The number of directors constituting the initial Board of Directors of the corporation shall be two (2). The number of directors and officers may from time to time be fixed by the By-Laws of the corporation at any number.

The name and address of the initial directors are:

MICHAEL J. O'DONNELL, 410 Vista Drive, Coeur d'Alene, Idaho
83814

GWEN L. O'DONNELL, 410 Vista Drive, Coeur d'Alene, Idaho
83814

ARTICLE VII.

The address of the incorporators of the corporation in the State of Idaho is 410 Vista Drive, Coeur d'Alene, Idaho 83814, and the incorporators at such addresses are MICHAEL J. O'DONNELL and GWEN L. O'DONNELL.

ARTICLE VIII.

Subject to the power of the shareholders to amend, alter or repeal, the Board of Directors of this corporation shall have the power to amend such By-Laws defining the powers and duties of the officers in the corporation and providing for such other matters regarding its affairs that they deem necessary and convenient,

providing the same are not out of harmony with the laws of the State of Idaho, or these Articles of Incorporation.

ARTICLE IX.

An amendment altering the Articles of Incorporation of this corporation in any respect may be adopted by vote of the holders of the majority of the outstanding shares unless specifically prohibited by law, then by such vote as law requires.

IN WITNESS WHEREOF, the incorporators have executed this instrument, in triplicate, at Coeur d'Alene, Idaho, on this 2nd day of September, 1992.



MICHAEL J. O'DONNELL


GWEN L. O'DONNELL

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 2nd day of September, 1992, before me, a notary public in and for said State, personally appeared MICHAEL J. O'DONNELL, 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.

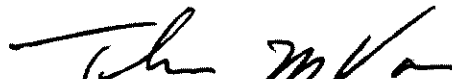
IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.


Notary Public in and for Idaho
Residing at: Coeur d'Alene
My Commission Expires: 11-10-98

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 2nd day of September, 1992, before me, a notary public in and for said State, personally appeared GWEN L. O'DONNELL, 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 WHEREOF, I have hereunto set my hand and seal the day and year first above written.



Notary Public in and for Idaho
Residing at: Camden
My Commission Expires: 11-10-98