

State of Idaho

Department of State

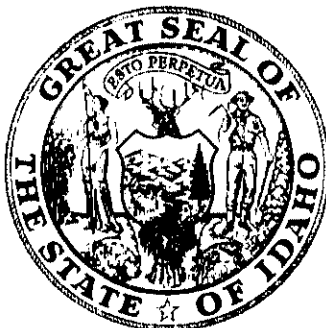
CERTIFICATE OF INCORPORATION OF

THE DRUG STORE, 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: January 23, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

Allice Hunsworth

Corporation Clerk

43 3 21 PM '92

ARTICLES OF INCORPORATION
OF
THE DRUG STORE, INC.

KNOW ALL MEN BY THESE PRESENTS:

I, being of full age and a citizen of the United States, do this day voluntarily form a corporation under the provisions of the Idaho Business Corporation Act, and I certify in writing:

1. NAME

The name of the corporation shall be The Drug Store, Inc.

2. PURPOSE AND POWERS

The purposes for which this corporation is formed are to engage in any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act and to possess and exercise all the powers and privileges granted by the Idaho Business Corporation Act or any lawful powers and privileges incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the corporation.

3. DURATION

Subject to dissolution in the manner provided by law, the corporation shall be perpetual.

4. REGISTERED OFFICE

The registered office of the corporation in the State of Idaho shall be located at Giocobbi Square, Ketchum, Idaho. The post office address of the registered office of the corporation in the State of Idaho, County of Blaine, shall be P.O. Box 2088, Ketchum, Idaho 83340. Don R. Atkinson shall be the registered agent at the address set forth above.

5. CORPORATE STOCK

The aggregate number of common shares which the corporation shall have authority to issue is 50,000, all of which shall have no par value.

6. INCORPORATORS

Following are the names and post office addresses of the incorporators:

NAME OF INCORPORATOR	POST OFFICE ADDRESS
Thomas G. Walker, Jr.	P.O. Box 7707 Boise, ID 83707-1707

7. MANAGEMENT

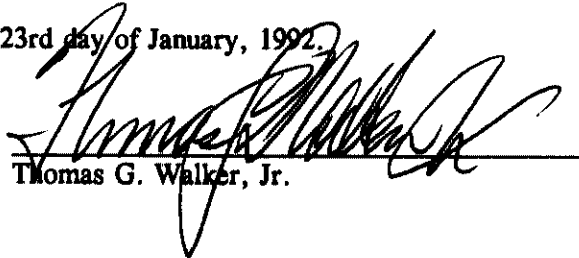
The business of the corporation shall be managed by a board of at least 3 directors, except that if all of the shares of the corporation are owned beneficially and of record by either 1 or 2

stockholders, the number of directors may be less than 3 but not less than the number of stockholders. A director shall hold office for the term for which he was named or elected and until his successor is elected and qualified. The incorporators listed in Article VI above shall serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified.

8. BY-LAWS

The initial By-Laws of the corporation shall be adopted by its board of directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws, subject to repeal or change by action of the shareholders, shall be vested in the board of directors.

IN WITNESS WHEREOF, we have set our hands this 23rd day of January, 1992.


Thomas G. Walker, Jr.

STATE OF IDAHO)
) ss.
County of Ada)

On this 23rd day of January, 1992, before me, the undersigned, a notary public in and for the county and state, personally appeared Thomas G. Walker, Jr., known 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 set my hand and affixed my official seal, the same day and year in this certificate first above written.

Notary Public for Idaho
Residing at Boise, Idaho
Commission Expires: 8/12/94