



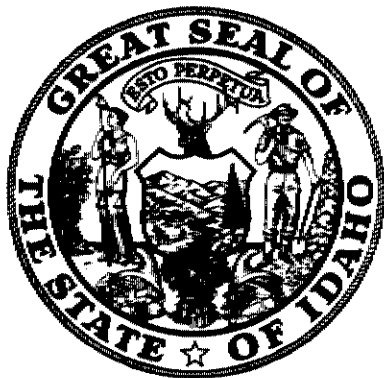
**CERTIFICATE OF INCORPORATION  
OF**

**SENIORS, 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: October 27, 1987



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

by: *J. M. Hawkey*

## ARTICLES OF INCORPORATION

- I. The name of the Corporation will be SENIORS, INC.
- II. The duration of this incorporation will be perpetual.
- III. The purpose of the Corporation is to engage for profit in the retail, wholesale, mail order, catalog and any other form of distribution of consumer merchandise aimed at senior citizens primarily in the age groups 60-65 and 65 and older; handicapped and disabled persons of all ages; the general public particularly in such specialized goods and services as optical, dental, pharmacy and sundry merchandise related to such special services, or any other merchandise classification which may appeal to consumers based on their needs and wants.
- IV. The management of the Corporation and its affairs is to be vested in the Board of Directors which initially shall consist of the following persons:

<u>Chairman of the Board</u>	Richard H. Hilton 10100 Santa Monica Blvd. #934 Los Angeles, CA 90067
<u>President</u>	Kenneth E. Richards 6287 Morris Hill Road Boise, ID 83704
<u>Vice-President</u>	Kathleen E. Hilton 10464 Sunset Blvd. Los Angeles, CA 90024
<u>Vice-President</u>	Sylvia M. Richards 6287 Morris Hill Road Boise, ID 83704
<u>Vice-President</u>	Grant B. Richards 9751 Bienapfl Drive Boise, ID 83709

V. The Corporation will issue Ten Million shares of One dollar par value.

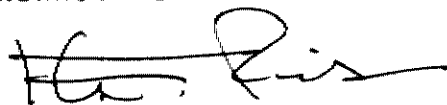
Members of the Board, management personnel, other employees and initial investors will have preemptive rights with regards to additional new shares of the Corporation which may be issued from time to time within the limits prescribed by statute.

VI. The initial Registration Office of the Corporation will be:

6287 Morris Hill Road  
Boise, ID 83704

And the initial Registered Agent and incorporator is:

Kenneth E. Richards of the above address

A handwritten signature in black ink, appearing to read "Ken. Richards", written over the printed name.