

ARTICLES OF INCORPORATION
OF
IDAHO RX, INC.

2004 AUG -2 A 9:01
SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being of legal age, citizens and residents of the United States, for the purpose of forming a corporation under and by virtue of the laws of the State of Idaho relating to private corporations, have this day voluntarily associated ourselves together and hereby agree as follows:

ARTICLE I.

The name of the corporation shall be IDAHO RX, INC.

ARTICLE II.

This corporation shall have perpetual existence, unless the same is sooner dissolved or disincorporated pursuant to law.

ARTICLE III.

Said corporation is organized at, and the place of its principal office and business shall be Rigby, Idaho, but branch places of business, each complete in itself for the conducting and carrying on of any part of the business of the corporation, or the whole thereof, may be established at other places, whether within or without the State of Idaho, or the United States of America. The registered agent of said corporation is DAVID MICHAEL CALLEY, 4292 Cochise Drive, Idaho Falls, Idaho 83406.

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ARTICLES OF INCORPORATION OF IDAHO RX, INC. - 1

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ARTICLE IV.

The amount of the capital common stock of this corporation shall 1000 shares with \$ par value

The majority of the shares will initially remain as treasury stock. Additional shares may be authorized by the Board of Directors.

ARTICLE V.

The names and post office addresses of the incorporators, each of whom have subscribed to one or more share of stock, are:

DAVID MICHAEL CALLEY
4292 Cochise Drive
Idaho Falls, ID 83406

STEVEN SHANE PERMANN
4634 Wind River Road
Idaho Falls, ID 83401

ARTICLE VI.

The persons who are to serve as directors until the first annual meeting of shareholders, or until their successors be elected and qualified, are:

DAVID MICHAEL CALLEY
4292 Cochise Drive
Idaho Falls, ID 83406

STEVEN SHANE PERMANN
4634 Wind River Road
Idaho Falls, ID 83401

The initial Board of Directors shall consist of two persons and the Board of Directors shall always consist of two or more

persons. No person who is not a shareholder may serve as a director of this corporation.

ARTICLE VII.

The purposes and objects for which this corporation is formed shall be:

(1) To engage in the retail sales and related services; to execute notes and security interests therefore.

(2) In general, to purchase, hold, own and sell real and personal property or any interest therein; to execute notes and security interests therefore.

(3) For any and all other lawful purpose or purposes.

ARTICLE VIII.

All stock of the corporation not subscribed for shall remain in the treasury as treasury stock, and may be sold and issued by the corporation at such times and for such purposes and upon such terms and conditions as the Board of Directors may determine, including the power and authority to issue said stock for consideration other than cash.

ARTICLE IX.

The private property of the stockholders of this corporation shall not be liable for the debts of the corporation. The corporation shall indemnify the officers and directors of the corporation for all debts, liabilities and obligations of the corporation incurred while acting for and in behalf of the

corporation upon the approval of the shareholders and directors.

ARTICLE X.

The power to repeal and amend Bylaws and adopt new Bylaws and to amend these Articles of Incorporation is hereby conferred upon the Board of Directors, as well as upon the shareholders, to be exercised by such vote of such directors, or of the allotted shares, as the case may be, not less, however, than a majority thereof, as may be fixed by the Bylaws.

ARTICLE XI.

All or any meetings of the stockholders or of the Board of Directors may be held within or without the State of Idaho.

ARTICLE XII.

No shareholder of this corporation may sell or transfer his shares in the corporation except to another individual who is eligible to be a shareholder of such corporation, and such sale or transfer may be made only after the same sale has been approved at a stockholders' meeting specially called for that purpose by a majority of the outstanding stock. At such shareholders' meeting, the shares of stock held by the shareholder proposing to sell or transfer his shares, may not be voted or counted for any purpose unless all stockholders consent that such stock may be voted. The sale of such shares must be first offered to the remaining shareholders, in such proportion as other shareholders own in the corporation. The board of directors and shareholders shall adopt

Bylaws concerning the sale of shares and providing for the purchase or redemption by the corporation of its shares, pursuant to Idaho law.

ARTICLE XIII.

This corporation shall be governed by Idaho Code § 30-1-101, et. seq., and such other laws and regulations as may apply to general business corporations.

IN WITNESS WHEREOF, we have hereunto set our hands this 28th day of July, 2004.



DAVID MICHAEL CALLEY

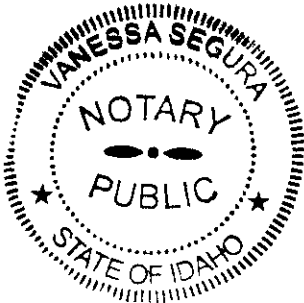


STEVEN SHANE PERMANN

On this 28th day of July, 2004, before me, the undersigned, Notary Public, personally appeared DAVID MICHAEL CALLEY, known to me to be the person whose name is subscribed to the within Articles of Incorporation, and acknowledged to me that he executed the same.

STATE OF IDAHO)
) ss.
County of Bonneville)

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



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