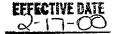
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Florida Department of State

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To:

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From:

Account Name

: CORPORATE CREATIONS INTERNATIONAL INC.

Account Number: 110432003053

(305) 672-0686

Fax Number

: (305) 672-9110

FLORIDA PROFIT CORPORATION OR P.A.

RxUSA Inc.

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Certificate of Status	1
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ARTICLES OF INCORPORATION

Article I. Name

2-17-00

The name of this Florida corporation is: RxUSA Inc.

Article II. Address

The Corporation's mailing address is: RxUSA Inc.
38-38 13th Street
Long Island City NY 11101

Article III. Registered Agent

The name and address of the Corporation's registered agent is: Robert C. Drucker 343 Normandy H Kings Point Delray FL 33484

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is: Robert C. Drucker

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is: Corporate Creations International Inc. 941 Fourth Street #200 Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on February 17, 2000.

The undersigned incorporator executed these Articles of Incorporation on February 22, 2000.

CORPORATE CREATIONS INTERNATIONAL INC.

Roger A. Reyes Vice President

Corporate Creations International Inc. 941 Fourth Street #200 Miami Beach FL 33139 (305) 672-0686

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CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE

CORPORATION: RXUSA Inc.

REGISTERED AGENT/OFFICE:

Robert C. Drucker 343 Normandy H Kings Point Delray FL 33484

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

ROBERT C. DRUCKER

by R.A. Reyes as attorney-in-fact

Date: February 22, 2000

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