

01/30/1995

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305-672-9110

CORP CREATIONS

01

H9500074040

TO: DIVISION OF CORPORATIONS
 DEPARTMENT OF STATE
 STATE OF FLORIDA
 409 EAST GAINES STREET
 TALLAHASSEE, FL 32399
 FAX: (904) 922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL IN
 401 OCEAN DR
 SUITE 312
 MIAMI BEACH FL 33139-0000000
 CONTACT: JOHNNY C RODRIGUEZ
 PHONE: (305) 672-0686
 FAX: (305) 672-9110

((H95000010683)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
 NAME: RX USA INC.
 FAX AUDIT NUMBER: H95000010683
 DATE REQUESTED: 09/22/1995
 CERTIFIED COPIES: 0
 NUMBER OF PAGES: 4
 ESTIMATED CHARGE: \$78.75

CURRENT STATUS: REQUESTED
 TIME REQUESTED: 17:13:18
 CERTIFICATE OF STATUS: 1
 METHOD OF DELIVERY: FAX
 ACCOUNT NUMBER: 073171003004

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((H95000010683))
 ** ENTER 'M' FOR MENU. **
 ENTER SELECTION AND <CR>:

9/28/95

* NOTE *: We are aware that although the Articles of Incorporation show the corporation's name with the ">" symbol in it, this symbol will not appear in the State's computers. Rather, the corporation name in the State's computer records will be "Rx USA Inc." and "Rx > USA Inc." with the ">" symbol will only appear in the Articles of Incorporation.

Thank you for your assistance in incorporating "Rx USA Inc."

9/28

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Articles of Incorporation
of
Rx>USA Inc.

Article I. Name

The name of this Florida corporation is:
Rx>USA Inc.

EFFECTIVE DATE
9/22/95
CORPORATION
TALLAHASSEE, FLORIDA
95 SEP 25 PM 4: 22
FILED

Article II. Address

The mailing address of the Corporation is:
Rx>USA Inc.
38-38 13th Street
Long Island City NY 11101

Article III. Capital Stock

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

Article IV. Registered Agent

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

Article V. Board of Directors

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.

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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 law. The name of each initial member of the Corporation's Board of Directors is:

Robert C. Drucker

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629

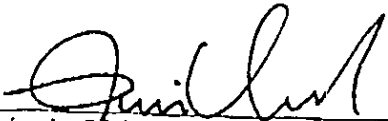
Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of September 22, 1995

The authorized representative of the incorporator executed these Articles of Incorporation on September 25, 1995

Corporate Creations International Inc.

By:



Luis A. Uriarte, Vice President

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From: ROBERT C. DRUCKER To:

Date: 9/25/95 Time: 12:00:31

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
R>USA Inc.

REGISTERED AGENT:
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:  _____

Date: September 25, 1995

FILED
95 SEP 25 PM 4:22
CORPORATION DIVISION
TALLAHASSEE, FLORIDA

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6628
(305) 672-0688

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