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Riggs & Pyle
Attorneys and Counsellors at Law

LOCATED AT:
707 Del Webb Boulevard
Sun City Center, FL 33573

Frank P. Riggs
Terrence F. Pyle

MAILING ADDRESS:
Post Office Box 5869
Sun City Center, FL 33571

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FAX: (813) 634-4099

September 19 1997

Director
Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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***122.50 ***122.50

RE: Incorporation of GENESIS PHARMACY SERVICES, INC.

Dear Sir/Madam:

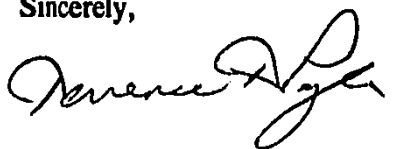
Please find enclosed the following with regard to the above Corporation:

1. The original and one copy of the Articles of Incorporation.
2. The original and one copy of an executed Resident Agent Form.
3. My law firm's check payable to the Secretary of State in the amount of \$122.50 to cover the following:

[a] Filing Fee	\$ 35.00
[b] Certified copy	\$ 52.50
[c] Resident Agent Form	\$ 35.00

97 SEP 12 PM 1:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you for your assistance in this matter. If you have any questions, please call.

Sincerely,


TERRENCE F. PYLE

TFP/cah
Encs.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
GENESIS PHARMACY SERVICES, INC.**

**ARTICLE I
NAME**

The name of the Corporation is GENESIS PHARMACY SERVICES, INC.

**ARTICLE II
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III
PURPOSE**

The Corporation is authorized for the following purposes: to engage or transact in any activity or business permitted under the laws of the United States, the State of Florida, and any other State or foreign country; to engage in any activity or business incidental to or related to those activities or businesses set forth herein; to acquire and hold stock in any corporation; to engage in joint ventures and partnerships, as a limited or general partner; and to acquire, own, hold, manage, mortgage, improve, lease, sell, exchange, transfer, and otherwise deal with real, personal, and intangible property wherever situate; and to carry out said purposes in any State, territory, district, or possession of the United States, or in any foreign country.

ARTICLE IV CAPITAL STOCK

The Corporation is authorized to issue 7,500 shares of capital stock of the par value of \$1.00 which shall be designated "Common Shares", and all of which shall have the same rights and privileges.

ARTICLE V PRE-EMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE OF CORPORATION

The street address of the initial Registered Office of the Corporation is: 707 Del Webb Boulevard, Sun City Center, Florida 33573; and the name of the initial Registered Agent of the Corporation at that address is: TERRENCE F. PYLE. The principal office and mailing address of the Corporation is: Post Office Box 5869, Sun City Center, Florida 33571-5869.

ARTICLE VII INITIAL BOARD OF DIRECTORS

The Corporation shall have one [1] Director initially. The number of Directors may be either increased or diminished from time to time by the BYLAWS but shall never be less than one [1]. The name and address of the initial Director of the Corporation is: TERRENCE F. PYLE, Post Office Box 5869, Sun City Center, Florida 33571-5869.

**ARTICLE VIII
INCORPORATOR**

The name and address of the person signing these ARTICLES OF INCORPORATION is: **TERRENCE F. PYLE**, Post Office Box 5869, Sun City Center, Florida 33571-5869.

**ARTICLE IX
BYLAWS**

The power to adopt, alter, amend or repeal BYLAWS shall be vested in the Board of Directors and the Shareholders.

**ARTICLE X
INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.


**ARTICLE XI
AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these ARTICLES OF INCORPORATION, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

**ARTICLE XII
EFFECTIVE DATE**

For all purposes, the Corporation will be effective as of **September 10, 1997**.

IN WITNESS WHEREOF, the undersigned Subscriber has executed the ARTICLES OF INCORPORATION of GENESIS PHARAMCY SERVICES, INC. this 10th day of September, 1997.

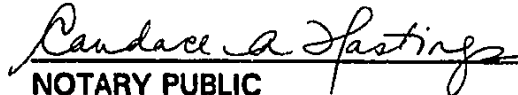

TERRENCE F. PYLE
Subscriber

STATE OF FLORIDA }
COUNTY OF HILLSBOROUGH } S/S

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared TERRENCE F. PYLE, personally known by me (or, if not personally known by me, who produced N/A as proof of identification), and he acknowledged before me that he executed the ARTICLES OF INCORPORATION of GENESIS PHARMACY SERVICES, INC.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 10th day of September, 1997.




NOTARY PUBLIC
State of Florida at Large
Print Name: Candace A. Hastings
Commission Number: CC 438548
My Commission Expires: 31 March 1999

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

The following is submitted pursuant to the provisions of Section 607.0501 and Section 607.0505, Florida Statutes:

DESIGNATION

That **GENESIS PHARMACY SERVICES, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the **ARTICLES OF INCORPORATION**, in Sun City Center, County of Hillsborough, State of Florida, has named **TERRENCE F. PYLE**, whose place of business is at 707 Del Webb Boulevard, in the town of Sun City Center, County of Hillsborough, State of Florida (and whose mailing address is Post Office Box 5869, Sun City Center, Florida 33571-5869), as its Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in this **CERTIFICATE**, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Statutes relative to keeping open said Office.

DATED this 10th day of September, 1997.



TERRENCE F. PYLE
Registered Agent

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FILED
SECTION
TALLAHASSEE
FLORIDA