

P98000036777

April 17, 1998

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

Re: Articles of Incorporation of
AMERISOURCE USA, Inc.

100002496271--3
-04/22/98 -01035--002
****122.50 ****122.50

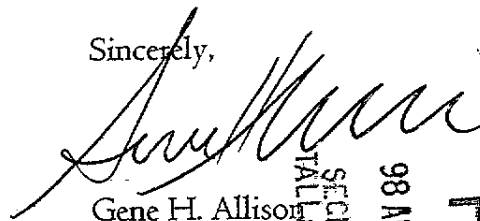
Dear Sir/Madam:

Enclosed herewith for filing, please find the following:

1. Two (2) originals of executed Articles of Incorporation of AMERISOURCE USA, Inc; and
2. Check payable to the Secretary of State in the amount of \$122.50. This check covers the cost of the \$35.00 registered agent fee, \$35.00 filing fee and \$52.50 certified copy fee.

Please return to me a certified copy in the enclosed stamped, self-addressed envelope.
Thank you for your prompt attention to this matter.

Sincerely,


Gene H. Allison

Gene H. Allison

FILED
98 APR 22 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

:Enclosures as indicated.

B. BROCK APR 23 1998

ARTICLES OF INCORPORATION
OF
AMERISOURCE USA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Each undersigned incorporator of these Articles of Incorporation hereby presents these Articles of Incorporation to the Secretary of State of the State of Florida for the formation of a Corporation under the laws of the State of Florida.

ARTICLE I

The name of the Corporation is:

AMERISOURCE USA, INC.

ARTICLE II

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is 100 shares of \$5.00 Dollar par value common stock.

ARTICLE III

- A. This Corporation is to exist perpetually.
- B. The corporate existence of this Corporation shall commence on the filing of these Articles with Secretary of State, State of Florida.

ARTICLE IV

The name of the initial registered agent and the street address of the initial registered office are as follows:

Registered Agent

Gene H. Allison

Address of Registered Office

2950 Old Orchard Road
Davie, Florida 33328

ARTICLE V

The name and post office address of each incorporator to these Articles of Incorporation shall be:

Name

Gene H. Allison

Address

2950 Old Orchard Road
Davie, Florida 33328

ARTICLE VI

The initial By-Laws shall be adopted by the Corporation's first Board of Directors. Thereafter, the power to alter, amend, or repeal the By-Laws shall be vested in the stockholders and the directors of the Corporation in the Manner set forth in the By-Laws.

ARTICLE VII

The Corporation shall have one (1) director initially. Thereafter the number of directors may be increased or decreased in the manner set forth in the By-Laws, but in no event shall there be less than one director, nor more than three (3) directors.

ARTICLE VIII

The principal office and the mailing address of the Corporation shall be as follows:

Principal Office

2950 Old Orchard Road

Davie, Florida 33328

Mailing Address

2950 Old Orchard Road

Davie, Florida 33328

ARTICLE IX

The corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

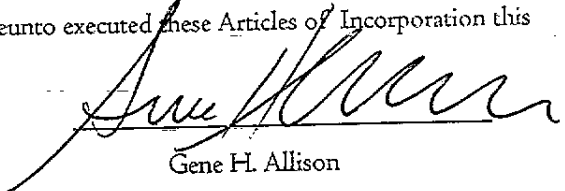
ARTICLE X

At each election for directors, each stockholder entitled to vote at such election shall have the right: to cumulate his votes by giving one candidate as many votes as the number of shares of stock then owned by such stockholder; or to distribute such votes on the same principal among any number of candidates.

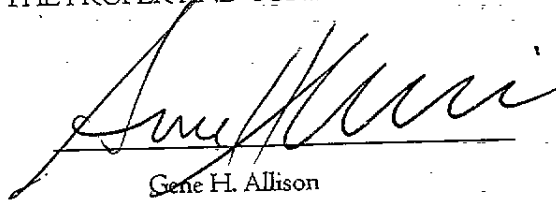
ARTICLE XI

In the event that authorized shares of stock of the Corporation are to be issued, each then existing stockholder shall have the right, from time to time and at any time, to purchase a fraction of the authorized stock being issued, the numerator of which shall be the number of shares of stock of the Corporation then owned by the said stockholder, and the denominator of which shall be the total number of shares of stock then owned by all stockholders. The purchase price for each share of stock shall be the price at which it is issued.

IN WITNESS WHEREOF, each incorporator has hereunto executed these Articles of Incorporation this _____ day of April, 1998, at Davie, Florida.


Gene H. Allison

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES.



Gene H. Allison

Date 4/17/98

FILED
98 APR 22 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA