

Document Number Only

F99000005674

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

200003033202--5
-11/02/99--01075--027
*****70.00 *****70.00

CORPORATION(S) NAME

AHI Pharmacies, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

11/02/99

RECEIVED
99 NOV -2 PM 2:48
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV -2 AM 9:51

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. AHI PHARMACIES, INC.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Tennessee

(State or country under the law of which it is incorporated)

3. 62-1787918

(FEI number, if applicable)

4. July 22, 1999

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 1640 Century Center Parkway, Suite 101, Memphis, Tennessee 38134

(Current mailing address)

8. Retail pharmacy.

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

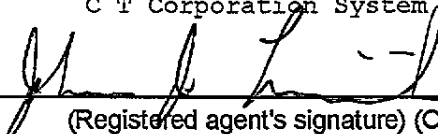
Plantation, Florida, 33324

(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System



(Registered agent's signature) (Officer)

John J. Linnihan, Asst. Vice President

(Type Name and Title of Officer)

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SECRETARY OF CORPORATIONS
JUL 23 1999
AM 9:51

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Director:
~~Vice Chairman~~ David D. Stevens

Address: 1640 Century Center Parkway, Suite 101

Memphis, Tennessee 38134

Director: Joel R. Kimbrough

Address: 1640 Century Center Parkway, Suite 101

Memphis, Tennessee 38134

Director: Thomas W. Bell, Jr.

Address: 1640 Century Center Parkway, Suite 101

Memphis, Tennessee 38134

B. OFFICERS

President: John R. Grow

Address: 1640 Century Center Parkway, Suite 101

Memphis, Tennessee 38134

Chairman of the Board
~~Vice President~~ Kyle J. Callahan

Address: 1640 Century Center Parkway, Suite 101

Memphis, TN 38134

Secretary: Thomas W. Bell, Jr.

Address: 1640 Century Center Parkway, Suite 101

Memphis, Tennessee 38134

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DIVISION OF CORPORATIONS
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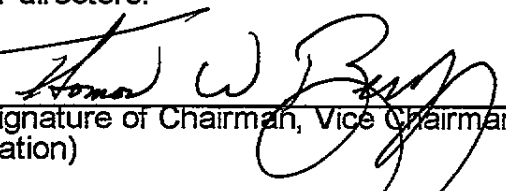
Treasurer: Joel R. Kimbrough

Address: 1640 Century Center Parkway, Suite 101

Memphis, Tennessee 38134

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.


(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Thomas W. Bell, Jr., Secretary

(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

**Secretary of State
Corporations Section**

**James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306**

ISSUANCE DATE: 10/25/1999
REQUEST NUMBER: 992981008
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 07/22/1999
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0374412
JURISDICTION: TENNESSEE

TO:
CAPITAL FILING SERVICE INC.
7051 HWY 70 SOUTH
NO 333
NASHVILLE, TN 37221

REQUESTED BY:
CAPITAL FILING SERVICE INC.
7051 HWY 70 SOUTH
NO 333
NASHVILLE, TN 37221

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT
"AHI PHARMACIES, INC."

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF
INCORPORATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE CORPORATION HAVE BEEN PAID;
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

FOR: REQUEST FOR CERTIFICATE

ON DATE: 10/25/99

FROM:
CAPITAL FILING SERVICE, INC.
7051 HWY 70 S
#333
NASHVILLE, TN 37221-0000

RECEIVED: FEES \$380.00 \$0.00

TOTAL PAYMENT RECEIVED: \$380.00

RECEIPT NUMBER: 00002564280
ACCOUNT NUMBER: 00101230



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE