

201000001487

RIVER VIEW MANAGEMENT COMPANY
1125 N. SUMMIT STREET
CRESCENT CITY, FL 32112
(904) 698-1331

December 14, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314 - 6327

Re: Articles of Organization
Healthline Pharmacy, LLC

CC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 29 AM 10:42

Dear Sir/Madam:

Enclosed are the following items:

1. The original and one copy of the Articles of Organization of Healthline Pharmacy, L.L.C., a Florida limited liability company.
2. The original and one copy of Registered Agent's Certificate.
3. A check made payable to the Secretary of State in the amount of \$155.00 in payment of the filing fee and for a certified copy.

Please certify the enclosed copy of the Articles of Organization and return it to William E. Butler, 1125 N. Summit Street, Crescent City, Florida, 32112, by regular mail. Thank you for your assistance.

Sincerely,

William E. Butler

William E. Butler

enclosures

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***155.00 ***155.00

W-29805



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 20, 2000

WILLIAM E. BUTLER
RIVER VIEW MANAGEMENT COMPANY
1125 N. SUMMIT STREET
CRESCENT CITY, FL 32112

SUBJECT: HEALTHLINE PHARMACY, LLC
Ref. Number: W00000029805

We have received your document for HEALTHLINE PHARMACY, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6918.

Nanette Causseaux
Corporate Specialist Supervisor

Letter Number: 300A00063922

RIVER VIEW MANAGEMENT COMPANY
1125 N. SUMMIT STREET
CRESCENT CITY, FL 32112
(904) 698-1331

January 22, 2001

Nanette Causseaux
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314 - 6327

Re: Articles of Organization
Healthline Pharmacy, LLC

Dear Ms. Causseaux:

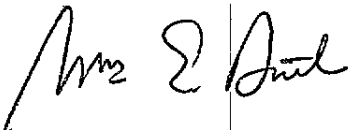
Thank you for catching my error. Enclosed are the corrected documents for the above named LLC.

1. The original and one copy of the Articles of Organization of Healthline Pharmacy, L.L.C., a Florida limited liability company.
2. The original and one copy of Registered Agent's Certificate.

The check for the filing fee and the certified copy was not returned, so I assume that you still have it or it has been deposited.

Please certify the enclosed copy of the Articles of Organization and return it to William E. Butler, 1125 N. Summit Street, Crescent City, Florida, 32112, by regular mail. Thank you for your assistance.

Sincerely,



William E. Butler

enclosures

ARTICLES OF ORGANIZATION
OF
HEALTHLINE PHARMACY, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes, Chapter 608, hereby makes, acknowledges and files the following Articles of Organization.

Article I: Name

The name of the limited liability company shall be Healthline Pharmacy, L.L.C. (the "Company"). The mailing and street address of the principal office of the Company in Florida shall be at 1125 North Summit Street, Crescent City, Florida 32112.

Article II: Duration

The Company's existence shall commence on the date these Articles of Organization are filed by the Florida Department of State and shall continue perpetually or until dissolved in accordance with these Articles of Organization or the Regulations adopted by the members.

Article III: Purposes and Powers

The general purpose for which this Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all of the powers granted to a limited liability company under the laws of the State of Florida.

Article IV: Registered Office and Agent

The name and street address of the registered agent in the State of Florida is Marilyn Clark, 1125 North Summit Street, Crescent City, Florida 32112.

Article V: Capital Contributions

The members of the Company shall contribute to the capital of the Company in cash or property.

Article VI: Additional Capital Contributions

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all of the members.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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FLORIDA

Article VII: Admission and Withdrawal of Members

No additional members shall be admitted to the Company except with the written consent of more than eighty percent (80%) in interest of the members of the Company. No member shall transfer such member's interest in the Company without the written consent of more than eighty percent (80%) in interest of the members, in accordance with the requirements of the Regulations. The term "more than eighty percent (80%) in interest" of the members, for the purpose of these Articles of Organization shall mean those members whose aggregate percentage interests in the Company exceed eighty percent (80%), as further defined in the Regulations. The events which shall cause voluntary or involuntary withdrawal of a member shall be only as specified in the Regulations.

Article VII: Termination of Existence

The Company shall not be dissolved upon the occurrence of any event that terminates the continued membership of a member in the Company, provided that there is at least one remaining member. The Company shall be terminated and dissolved upon the consent of more than eighty percent (80%) in interest of the members.

Article IX: Managers

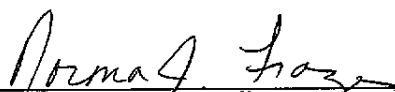
The Company shall be managed by managers who shall be elected annually, and at such other times as set forth in the Regulations. The managers shall be elected in the manner set forth in the Regulations. The managers shall hold the offices and have the responsibilities accorded to them by the members and set out in the Regulations. The name and address of the initial manager, who shall serve until the first meeting of the members are as follows: Warren D. Fletcher; 1125 North Summit Street; Crescent City, Florida 32112

Article X: Articles and Regulations

Regulations shall be adopted by a vote of more than eighty percent (80%) in interest of the members. The Regulations and these Articles of Organization may be amended from time to time by a vote of more than eighty percent (80%) in interest of the members.

IN WITNESS WHEREOF, the undersigned organizing member has made and subscribed these Articles of Organization at Putnam County, Florida for the foregoing uses and purposes this 13 day of December, 2000.

RIVER VIEW MANAGEMENT COMPANY

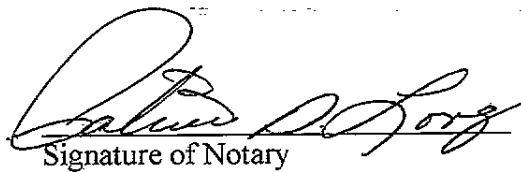

By: Norma J. Frazer, Vice President

STATE OF FLORIDA

COUNTY OF PUTNAM

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Norma J. Frazer, as Vice President of River View Management Company, who is personally known to me or who produced a driver's license as identification, who took an oath and as the person who executed the foregoing Articles of Organization of Healthline Pharmacy, L.L.C., on behalf of River View Management Company as the organizing member, and who subscribed the above Articles of Organization, and she freely and voluntarily acknowledged before me according to law that she made the same for the uses and purposes mentioned and set forth therein.

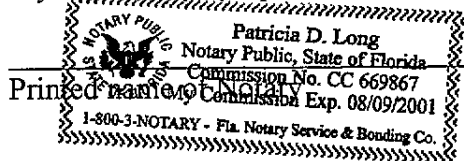
IN WITNESS WHEREOF, I hereunto set my hand and affix my official seal this 13 day of December, 2000.



Signature of Notary

State of Florida at Large

My Commission Expires:



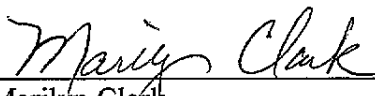
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 608, Florida Statutes, the following is submitted in compliance with said Act.

That Healthline Pharmacy, L.L.C., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization, at 1125 North Summit Street, Crescent City, Putnam County, Florida 32112, has named Marilyn Clark, located at 1125 North Summit Street, Crescent City, Florida 32112, as its agent to accept service of process within this State.

ACKNOWLEDGMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above-stated limited liability company, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act and with any and all statutes relative to keeping open said office, and to the complete and proper performance of the duties of registered agent.



Marilyn Clark
Registered Agent

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