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2004 JUL 22 P 3:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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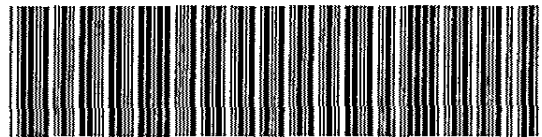
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VANNESS & VANNESS, P.A.

ATTORNEYS AND COUNSELORS AT LAW

FILED

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Denise VanNess

J. Stephen Pullum, Of Counsel
Marybeth L. Pullum, Of Counsel

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2004 JUL 22 P 3:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 19, 2004

Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Beverly Hills Discount Drugs, L.L.C.
Document Number: L0000009965

Dear Sir or Madam:

Enclosed you will find the following:

1. Second Articles of Amendment to Articles of Organization of Beverly Hills Discount Drugs, L.L.C;
2. Statement of Change of Registered Office Or Registered Agent or Both for Limited Liability Company
3. A check payable to the Florida Department of State for \$50 for the filing fees for the above referenced documents.

Please return all correspondence concerning this matter to our offices. Thank you for your attention to this matter. If you have any questions, please call.

Best Regards,



Thomas M. Van Ness, Jr.

TMV:btl
Enclosures

**SECOND ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
BEVERLY HILLS DISCOUNT DRUGS, L.L.C.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The date of filing of the articles of organization was March 19, 2003 and was assigned Document Number L0000009965. Amended articles of organization were subsequently filed on December 24, 2003.

SECOND: The following amendment to the articles of organization was adopted by the limited liability company.

ARTICLE III. of the Articles of Organization of Beverly Hills Discount Drugs, L.L.C. is hereby deleted in its entirety and the following is substituted therefore:

ARTICLE III. NAME

The mailing and street address of the Company's principal office is **4021 North Lecanto Highway, Beverly Hills, Florida 34465.**

THIRD: The following amendment to the articles of organization was adopted by the limited liability company.

ARTICLE VI. of the Articles of Organization of Beverly Hills Discount Drugs, L.L.C. is hereby deleted in its entirety and the following is substituted therefore:

ARTICLE VI. REGISTERED AGENT AND OFFICE

The name of the Company's Registered Agent in Florida is **MICHELLE G. HARRIS.** The address of the Company's registered office in Florida is **4021 North Lecanto Highway, Beverly Hills, Florida 34465.**

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FOURTH: The following amendment to the articles of organization was adopted by the limited liability company.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII. of the Articles of Organization of Beverly Hills Discount Drugs, L.L.C. is hereby deleted in its entirety and the following is substituted therefore:

ARTICLE VII. MANAGEMENT

The Company is to be managed by the member. The managing member is identified as follows:

MICHELLE G. HARRIS

4021 North Lecanto Highway
Beverly Hills, Florida 34465

Dated 7/15/04, 2004.



MICHELLE G. HARRIS
Managing Member



MICHELLE G. HARRIS
Registered Agent

**ASSIGNMENT OF MEMBER'S INTEREST
IN A FLORIDA LIMITED LIABILITY COMPANY**

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2004 JUL 22 P 3:09
Crystal River, Florida
Date: July 15 2004, STATE
FLORIDA

The undersigned, being the owner of 100% of the beneficial interest of the Limited Liability company organized March 19, 2003, and known as the BEVERLY HILLS DISCOUNT DRUGS, L.L.C., a Florida Limited Liability company, does hereby assign her beneficial interest as follows:

One Hundred Percent (100%) of beneficial interest to MICHELLE G. HARRIS.

Victoria J. Grannan
VICTORIA J. GRANNAN

MEMBER'S CONSENT

VICTORIA J. GRANNAN, representing all of the Members' interest in the BEVERLY HILLS DISCOUNT DRUGS, L.L.C., hereby consents to this Assignment of Member's Interest to MICHELLE G. HARRIS, and said MICHELLE G. HARRIS shall become a member of good standing in said BEVERLY HILLS DISCOUNT DRUGS, L.L.C.

Victoria J. Grannan
VICTORIA J. GRANNAN, Member

MEMBER

MICHELLE G. HARRIS

100% Interest

The undersigned Member accepts the foregoing Assignment subject to all the organizational Agreements regarding the BEVERLY HILLS DISCOUNT DRUGS, L.L.C.

Michelle G. Harris
MICHELLE G. HARRIS