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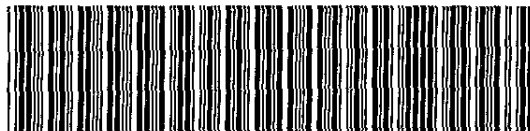
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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J. BRYAN JUL 18 2003

LAW OFFICES OF
BAXTER, STROHAUER, MANNION & SILBERMANN, P.A.

FIRST NATIONAL BANK OF FLORIDA BUILDING, SUITE 300
1150 Cleveland Street
Clearwater, FL 33755

JAMES A. BAXTER (of Counsel)
GARY N. STROHAUER
ELIZABETH R. MANNION
GALE SILBERMANN

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July 15, 2003

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

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: Articles of Organization for Medical Center Pharmacy of Pinellas, LLC

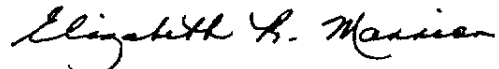
Dear Sir or Ms.:

Enclosed for filing with your office are an original and one (1) copy of the Articles of Organization and Acceptance of Registered Agent for the above-referenced company, along with a check in the amount of \$155.00 to cover the fees. Please return a certified copy to the undersigned at the above address.

Thank you in advance for your attention to this matter.

Very truly yours,

BAXTER, STROHAUER, MANNION &
SILBERMANN, P.A.



Elizabeth R. Mannion

ERM/dtd
Enclosures

**ARTICLES OF ORGANIZATION
OF
MEDICAL CENTER PHARMACY OF PINELLAS, LLC**

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

ARTICLE I - NAME

The name of the limited liability company shall be MEDICAL CENTER PHARMACY OF PINELLAS, LLC ("company").

ARTICLE II- ADDRESS

The mailing address and street address of the principal office of the company is 2993 Elysium Way, Clearwater, FL 33759.

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall continue until the expiration of fifty (50) years from such commencement date unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are:
Elizabeth R. Mannion, Esquire
Baxter, Strohauer, Mannion & Silbermann, P.A.
1150 Cleveland Street, Suite 300
Clearwater, FL 33755

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company cash, other property, or services as needed.

ARTICLE VI - ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on the terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

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ARTICLE VII - MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by majority vote of the remaining members.

ARTICLE VIII - MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company are:

Kerry D. Harms
2993 Elysium Way
Clearwater, FL 33759

The company shall be managed by the manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the members of the company are

NAME	ADDRESS
Rhonda B. Harms	2993 Elysium Way, Clearwater, FL 33759
Kerry D. Harms	2993 Elysium Way, Clearwater, FL 33759
Samuel L. Bagley	P.O. Box 401 Lakeside, MT 5992

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these article of organization at CLEARWATER, Florida, on this 15TH day of JULY, 2003.

Elizabeth R. Morrison

_____, who is personally known to me or who has produced _____
_____ as identification.



Susan T. Styles
MY COMMISSION # DD154439 EXPIRES
October 15, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

[Signature]
NOTARY PUBLIC
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provision of Section 608.415, Florida Statutes, the undersigned limited liability company submits the following statement to designate a Registered Agent in the State of Florida:

The name of the limited liability company is:

MEDICAL CENTER PHARMACY OF PINELLAS, LLC

The name and Florida street address of the Registered Agent are:

**Elizabeth R. Mannion, Esq.
Baxter, Strohauer, Mannion & Silberman, P.A.
1150 Cleveland Street, Suite 300
Clearwater, FL 33755**

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TALLAHASSEE, FLORIDA

Having been named as Registered Agent of Medical Center Pharmacy of Pinellas, LLC, I hereby consent to accept service of process for the above-stated limited liability company at the place designated in this certificate, and 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


ELIZABETH R. MANNION