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NASON, GILDAN, YEAGER, GERSON & WHITE, P.A.

ATTORNEYS AT LAW
UNITED NATIONAL BANK TOWER
1045 PALM BEACH LAKEN BOULEVARD
SUITE 1200
WEST PALM BEACH, FLORIDA 33401

ALAN E. ARMOUR II
HOWARD J. FALCON III
GARY N. GERSON
HERBERT L. GILDAN
PHILLIP C. GILDAN
ELAINE JOHNSON JAMES
SUSAN FLEISCHNER KORNBAN
DOMENICK R. LIOCE
KENNETH A. MARRA

TELEPHONE (407) 686 3307
TELEFAX (407) 686 5442

JOHN M. McDIVITT
NATHAN L. NASON
MARK A. PACHMAN
M. RICHARD RAPIN
GREGORY L. SCOTT
JOHN WHITE II
THOMAS J. YEAGER

January 27, 1995

Office of the Secretary of State
Division of Corporations
State of Florida
P.O. Box 6327
Tallahassee, FL 32301

300001394083
-01/31/95--01077--004
****337.50 ****337.50

Re: MPE/West Boca, L.C.
Our File: 3988/9239

To Whom It May Concern:

In connection with the proposed organization of MPE/West Boca, L.C., enclosed please find one duly executed original and one copy of Articles of Organization in the name of the corporation. Also enclosed is a check made payable to the Department of State in the amount of Three Hundred Thirty-seven and 50/100 Dollars (\$337.50) representing the appropriate filing fee, the Registered Agent fee and the fee to obtain a certified copy of the filed document.

Please endorse your approval of these Articles and return the certified copy directly to the undersigned as soon as possible.

Thank you.

Very truly yours,

NASON, GILDAN, YEAGER, GERSON
& WHITE, P.A.

Ronald A. Burgess

Ronald A. Burgess
Corporate Paralegal

FEB 6 1995 BSB

Enclosures
cc: John White II

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ARTICLES OF ORGANIZATION

OF

MPE/WEST BOCA, L.C.

FILED

SEP 31 11 51 AM '03

CLERK OF DISTRICT COURT
NINTH JUDICIAL CIRCUIT
MIAMI, FLORIDA

The undersigned Member, desiring to form a limited liability company under the Florida Limited Liability Company Act ("Act"), Sections 608.40 - 608.514, Florida Statutes, does hereby make, acknowledge and file these Articles of Organization.

ARTICLE I

NAME

The name of this limited liability company ("Company") is:

MPE/WEST BOCA, L.C.

ARTICLE II

PERIOD OF DURATION

The Company shall exist in perpetuity.

ARTICLE III

PRINCIPAL ADDRESS

The mailing address and the address of the Company's principal office are:

5550 Glades Road
Suite 414
Boca Raton, Florida 33431

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company in the State of Florida is:

5550 Glades Road
Suite 414
Boca Raton, Florida 33431

The name of the initial registered agent designated by the Company at that address is:

Mark Siegel

ARTICLE V

ADDITIONAL MEMBERS

The Members shall have the right to admit additional Members to the Company in accordance with the terms and conditions of the Company's Regulations.

ARTICLE VI

CONTINUATION OF BUSINESS

In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members of the Company shall have the right to continue the business of the Company if they unanimously agree in writing to continue the business of the Company within sixty (60) days after the occurrence of such

event. In the event the remaining Members fail so to agree to continue the business of the Company, the Company shall be dissolved and liquidated in accordance with the Act.

ARTICLE VII

MANAGEMENT OF COMPANY AND ITS AFFAIRS

The management of the Company has been exclusively reserved to the Members, and the name and address of the Managing Member are:

<u>Name</u>	<u>Address</u>
Medicap Express Associates, Ltd.	5550 Glades Road Suite 414 Boca Raton, Florida 33431

IN WITNESS WHEREOF, the undersigned Member has made and subscribed these Articles of Organization on the date hereinafter set forth.

MANAGING MEMBER:

MEDICAP EXPRESS ASSOCIATES, LTD.

By: 

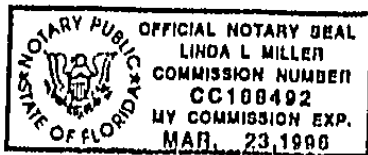
Mark Siegel, as Chairman of
Medicap Express of Florida, Inc.,
its general partner
Pharmacy

Date: Jan. 24, 1994

3189W/clc

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing Articles of Organization were acknowledged
before me this 24th day of January, ¹⁹⁹⁵ 1994, by MARK
SIEGEL, who is personally known to me OR who produced
_____ as identification and
who did NOT take an oath.



Linda L. Miller
Notary Signature
LINDA L. MILLER
Print Notary Name

NOTARY PUBLIC
State of Florida at Large
My Commission Expires:

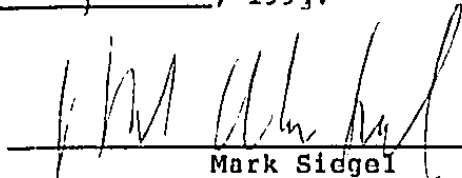
CONSENT TO APPOINTMENT
BY
REGISTERED AGENT

1. I, MARK SIEGEL, voluntarily consent to serve as the registered agent for MPE/WEST BOCA, L.C. (the "Company").

2. I certify that I am an individual residing in the State of Florida whose business office is identical with that of the registered office for the Company as set forth in the Articles of Organization.

3. I am familiar with and accept the obligations of a registered agent as set forth in the Florida Limited Liability Company Act.

DATED this 24th day of January, 1994.



Mark Siegel

AFFIDAVIT

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared Mark Siegel, affiant herein, who being by me first duly sworn, on oath, deposes and says:

1. He is the Chairman of ^{Pharmacia} Medicap Express of Florida, Inc., a Member of MPE/West Boca, L.C., a Florida limited liability company ("Company").

2. The Company has at least two (2) members.

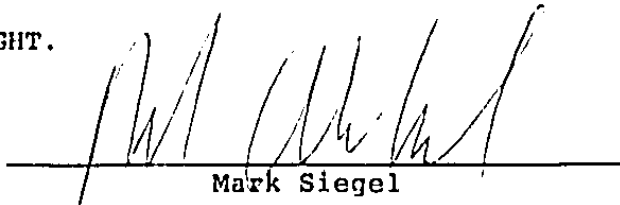
3. The Members of the Company have contributed to the Company the following (cash and/or a description and agreed value of property other than cash):

\$100.00

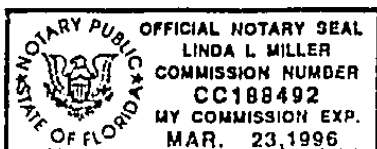
4. The Members anticipate they will contribute to the Company the following (cash and/or a description and agreed value of property other than cash):

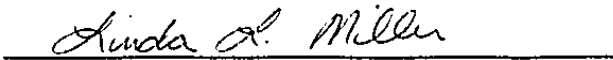
\$247,775.00

FURTHER AFFIANT SAYETH NAUGHT.


Mark Siegel

SWORN TO AND SUBSCRIBED before me this 24 day of January, 1994, by Mark Siegel, who is personally known to me OR who produced _____ as identification and who did take an oath.




Notary Signature
LINDA L. MILLER
Print Notary Name

NOTARY PUBLIC
State of Florida at Large

My Commission Expires: