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19500000268

ACCOUNT NO. : 072100000032

REFERENCE : 572050 9167A

AUTHORIZATION :

COST LIMIT : \$ PERMANENT

ORDER DATE : April 4, 1995

ORDER TIME : 12:48 PM

ORDER NO. : 572050

CUSTOMER NO: 9167A

CUSTOMER: Ronald A. Burgess, Legal Asst
NASON GILDAN YEAGER AND
GERSON, P.A.
Suite 1200
1645 Palm Beach Lakes Blvd.
West Palm Beach, FL 33401

1000011453061
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***337.50 ***337.50

FILED
95 APR -4 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: MPE/PALM SPRINGS, L.C.

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

T. BROWN APR - 5 1995

ARTICLES OF ORGANIZATION

OF

MPE/PALM SPRINGS, L.C.

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SECRETARY OF STATE
TALLAHASSEE, 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/PALM SPRINGS, 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

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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:

Medicap Pharmacy 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 PHARMACY EXPRESS ASSOCIATES, LTD.

By: 

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

Date: Nov 31, 1995

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

AFFIDAVIT

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 Medicap Pharmacy Express of Florida, Inc., a Member of MPE/Palm Springs, 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

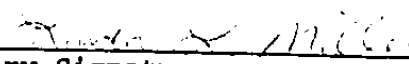
4. The Members anticipate they will contribute to the Company the following (cash and/or a description and agreed value of property other than cash):

\$247,775.00

FURTHER AFFIANT SAYETH NAUGHT.


Mark Siegel

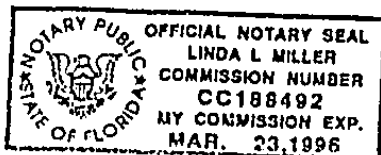
SWORN TO AND SUBSCRIBED before me this 31 day of March, 1995, by Mark Siegel, who is personally known to me OR who produced _____ as identification and who did take an oath.


Notary Signature

LINDA L. MILLER
Print Notary Name

NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



CONSENT TO APPOINTMENT
BY
REGISTERED AGENT

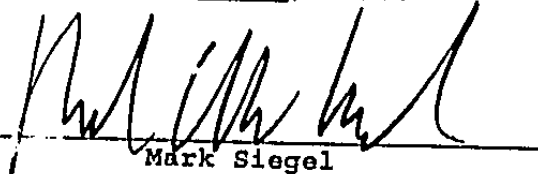
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TALLAHASSEE, FLORIDA

1. I, MARK SIEGEL, voluntarily consent to serve as the registered agent for MPE/PALM SPRINGS, 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 11 day of March, 1995.


Mark Siegel