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LIMITED LIABILITY COMPANY

Suncoast Pharmacy of Boynton Beach, LLC

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ARTICLES OF ORGANIZATION

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Article I. Name

The name of this Florida limited liability company is:
Suncoast Pharmacy of Boynton Beach, LLC

Article II. Duration

The duration of the Company shall be perpetual unless the Company dissolves in accordance with the provisions of the Company's Regulations or these Articles of Organization.

Article III. Address

The mailing address and the street address of the principal office of the Company is:
Suncoast Pharmacy of Boynton Beach, LLC
9060 Kimberly Boulevard
Boca Raton FL 33434

Article IV. Registered Agent

The name and address of the registered agent of the Company is:
Stuart E. Bloch
980 North Federal Highway, Suite 205
Boca Raton FL 33432

Article V. Percentage Interest: Membership Certificate

The profits and losses of the Company shall be allocated to the members in accordance with and in proportion to each member's Percentage Interest (which shall be equal to the number of Units owned by a member divided by the total number of

Stuart E. Bloch | FL Bar Member 886459
Bloch & Minerley, P.L.
980 North Federal Highway, Suite 205
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561-362-6699

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Units owned by all of the members), unless otherwise provided in the Regulations of the Company. A member's interest in the Company may be evidenced by a Membership Certificate issued by the Company.

Article VI. Dissolution

The Company shall be dissolved upon the death, bankruptcy, dissolution or termination of a member's membership in the Company for any reason, unless the business of the Company is continued by the consent of all the remaining members of the Company within 30 days after any of these events.

Article VII. Transferability of Member's Interest

No member shall have the right to assign the member's interest in the Company without the written agreement of a majority of the Units. If a majority of the Units do not approve the assignment, the assignee shall have no right to become a member, to participate in the management of the Company or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article VIII. Management

The management of the Company is reserved to the managers. The name and address of each manager is:

HOWARD ACKERMAN

9060 Kimberly Boulevard Boca Raton FL 33434

Stuart E. Bloch | FL Bar Member 886459
Bloch & Minerley, P.L.
980 North Federal Highway, Suite 205
Boca Raton FL 33432
561-362-6699

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Article X. Company Existence

The Company's existence shall begin effective as of July 29, 1999.



AUTHORIZED REPRESENTATIVE OF A MEMBER:

STUART E. BLOCH

by G.K. Kuroda as attorney-in-fact

Date: July 29, 1999

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

LIMITED LIABILITY COMPANY:

Suncoast Pharmacy of Boynton Beach, LLC

REGISTERED AGENT/OFFICE:

Stuart E. Bloch

980 North Federal Highway, Suite 205

Boca Raton FL 33432

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Stuart E. Bloch

by G.K. Kuroda as attorney-in-fact

Date: July 29, 1999

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

LIMITED LIABILITY COMPANY:

Suncoast Pharmacy of Boynton Beach, LLC

The undersigned deposes and says:

1. The above named Company has at least one member.
2. The total amount of initial cash contributed by the members is \$10.00.
3. The agreed value of property other than cash contributed by the members is zero.
(If the members contributed property other than cash, a description of the property is attached.)
4. The total amount of cash or property anticipated to be contributed by the members is \$900,000,000.00 or less.



AUTHORIZED REPRESENTATIVE OF A MEMBER:
STUART E. BLOCH
by G.K. Kuroda as attorney-in-fact

Date: July 29, 1999

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