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William N. Gambert

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PROBATE
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FILED

01 OCT 26 AM 8:24

FLA. BAR NO.
218642

EFFECTIVE DATE
10-25-01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 22, 2001

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*****70.00 *****70.00

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Volusia/Flagler County Pharmacy Asso., Inc.

Dear Sir:

Enclosed please find my check in the amount of \$70.00 along with the original and one copy of the above referenced corporation. Please file the corporation and return the certified copy to the undersigned.

Thank you for your attention to this matter.

Yours truly,

W N Gambert
William N. Gambert

WNG/ck
enclosures

RECEIVED DATE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

VOLUSIA/FLAGLER COUNTY PHARMACY ASSOCIATION, INC.

I, the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of creating a corporation under the Laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

VOLUSIA/FLAGLER COUNTY PHARMACY ASSOCIATION, INC.

ARTICLE II

This corporation is formed for the purpose of funding various scholastic and humanitarian efforts and such other business as are allowed in the State of Florida and shall operate such other business as is permitted under the laws of the United States and the State of Florida.

It shall exercise, generally, such powers as may be incident to or convenient for the purpose and business of the corporation. It shall further, have, exercise and enjoy all the rights and privileges of the corporation for profit under the Laws of the State of Florida, it being expressly provided that the foregoing enumerated powers shall not be held to limit or restrict the general powers of the corporation.

ARTICLE III

The Corporation shall have perpetual existence.

ARTICLE IV

The mailing address of said corporation shall be 1545 Town Park Drive, Port Orange, Florida 32129. The principal office address and street address is 1545 Town Park Drive, Port Orange, Florida 32129. The registered office of the corporation is located at 629 North Peninsula Avenue, Daytona Beach, Florida 32118.

ARTICLE V

The names and residence addresses of the person signing these Articles of Incorporation as subscribers are as follows:

WILLIAM N. GAMBERT
629 North Peninsula Avenue,
Daytona Beach, Florida 32118

ARTICLE VI

That the Corporation shall be managed by the initial Board of Directors and Officers. The Board of Directors shall initially consist of five (5) appointed members who are **MARCUS DODDO, LARRY B. HUGUENIN, JACH SMITH, ROBERT W. ETHRIDGE** and **DENIS GOUDREAU**. The said Corporation may have additional members or the Board of Directors as may be authorized in the Bylaws of the corporation.

Each Director shall serve for a term of 2 years. Upon the expiration of a Directors term, or if a Director should resign or be removed, then a new Director shall be appointed based on a majority vote of the remaining Directors. Three Directors shall represent the necessary quorum for such a vote to occur. Voting shall occur only after 3 business days notice is provided to the remaining directors at a regular or special meeting as set forth in the By Laws of the Corporation.

ARTICLE VII

This Corporation, by and through it's Directors and Officers, shall have any and all powers allowed by the Laws of the State of Florida and are enumerated in Florida Statute 617.0302.

ARTICLE VIII

The said corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter permitted by law or prescribed by statute, and all rights as stated in the By-laws.

ARTICLE IX

The initial Officers of the Corporation and their respective residence addresses are as follows:

NAME	OFFICE
MARCUS DODDO 105 Northbrook Lane, Ormond Beach, Florida 32174	President and Director
LARRY B. HUGUENIN 738 Knollview Blvd., Ormond Beach, Florida 32174	V. President and Director
JACH SMITH 872 Torchwood Drive, DeLand, Florida 32724	Secretary and Director
ROBERT W. ETHRIDGE 1545 Town Park Drive, Port Ornage, Florida 32129	Treasurer and Director
DENIS GOUDREAU 115 St. Andrews Drive, Ormond Beach, Florida 32174	Regional Representative and Director

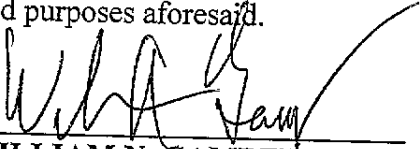
ARTICLE X

The corporation may have such other officers and agents as may be deemed necessary. All officers and agents shall be chosen in such manner and shall hold their offices for such terms, and shall have such powers and duties as may be prescribed by the Bylaws or determined by the stockholders.

ARTICLE XI

The corporation existence shall commence on the 25th day of October, 2001.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation for the uses and purposes aforesaid.

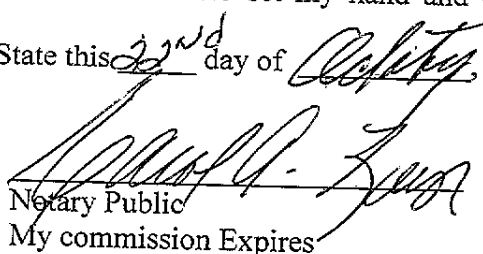


WILLIAM N. GAMBERT

**STATE OF FLORIDA
COUNTY OF VOLUSIA**

BEFORE ME, the undersigned authority, personally appeared, **WILLIAM N. GAMBERT** who is to me well known to be the person(s) described in and who subscribed the foregoing Articles of Incorporation and freely and voluntarily acknowledged before me according to law that they were made and subscribed for the uses and purposes therein mentioned and set forth. The person(s) provided me with the following identification prior to executing the foregoing, to-wit:

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Daytona Beach, in said County and State this 2nd day of October, 2001.


Notary Public

My commission Expires



Carol A. Kaye
MY COMMISSION # CC725878 EXPIRES
May 22, 2002
BONDED THRU TROY FAIN INSURANCE, INC

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

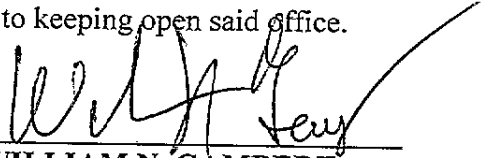
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **VOLUSIA/FLAGLER COUNTY PHARMACY ASSOCIATION, INC.** desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Port Orange, County of Volusia, State of Florida, has named, William N. Gambert as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above state corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


WILLIAM N. GAMBERT