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T. SMITH FEB - 1 2000

## ARTICLES OF INCORPORATION OF

## ProCare Pharmacy of Tampa, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

FIRST: The name of the corporation is: ProCare Pharmacy of Tampa, Inc.

SECOND: The street address of the initial principal office, and, if different, the mailing address of the corporation is: One CVS Drive Woonsocket RI 02895

THIRD: The number of shares the corporation is authorized to issue is: \_\_100

FOURTH: The street address of the initial registered office of the corporation is c/o C T Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is C T Corporation System.

FIFTH: The names of addresses of the persons who are to serve as initial directors are:

Charles C. Conaway	One CVS Drive Woonsocket RI 02895
Daniel C. Nelson	One CVS Drive Woonsocket RI 02895
Zenon P. Lankowsky	One CVS Drive Woonsocket RI 02895
Dennis C. Burton	One CVS Drive Woonsocket RI 02895

SIXTH: The name and address of each incorporator is:

Melanie K. Luker One CVS Drive Woonsocket RI 02895

DO FEB -1 PM 12: 35
SECRETARY OF STATE
AND ANASSET FLORIDA

SEVENTH: Any other provision required or permitted by law is: \_\_\_

C T Corporation System is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.

C T Corporation System

By AtriCla Canario