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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFTT CORPORATION OR P.A.**UNITED PRESCRIPTION SERVICES, INC.**

Certificate of Status	0
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B. McKnight FEB 28 2000

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ARTICLES OF INCORPORATION

OF

These Articles are in compliance with Chapter 607, F.S.

Article I

The name of this corporation shall be:

United Prescription Services, Inc.

Article II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

Article III

The principal place of business and mailing address of this corporation shall be:

**15310 Amberly Drive, Suite 185
Tampa, FL 33647**

Article IV

The general nature of business of this corporation is to transact any and all lawfull business.

Article V

The number of shares which this corporation shall have authority to issue is 1,000 shares, having an individual per value of \$100.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

Article VI

The name and street address of the initial Registered Agent of this corporation shall be:

**Robert A. Carr, Esq.
15310 Amberly Drive
Suite 185
Tampa, FL 33647**

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Article VII

The initial board of Directors shall consist of a total of two (2) person(s) and the name and address of the person(s) who are to serve as an initial director(s).

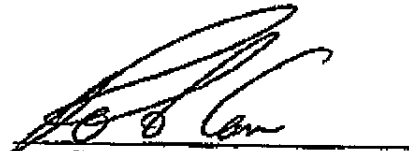
1. Robert A. Carr
11313 Knights Griffin Road
Thonotosassa, FL 33592
2. Guy Decker
28641 Tanner Drive
Wesley Chapel, FL 33543

Article VIII

The name and address of the incorporator executing these Articles of Incorporation is:

Robert A. Carr
11313 Knights Griffin Road
Thonotosassa, FL 33592

The undersigned has executed these Articles of Incorporation this 25
day of Feb, 2000.


Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


REGISTERED AGENT

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