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Reply to:
P. O. Box 727
Crestview, Florida 32536

February 23, 2000

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****367.50 *****78.75

Secretary of State
Corporation Division
409 East Gaines Street
P. O. Box 6327
Tallahassee, Florida 32314

RE: Health-smart of Baker, Florida, Inc.

City Pharmacy Main of Crestview, Florida, Inc.

City Pharmacy Court Plaza of Crestview, Florida, Inc.

Enclosed please find the originals and copies of each of the Articles of Incorporation and Certificate Designating Place of Business for the above referenced corporations. In addition, enclosed please find a check in the total amount of \$367.50 for the filing cost.

Please file the originals of the Articles and return a copy of the same to our address.

Should you require additional information please do not hesitate to contact me.

Thank you,



Cindy Hughes
Legal Assistant to
DANIEL C. CAMPBELL

/ch
Enclosure

T. Burch MAR 6 2000

ARTICLES OF INCORPORATION

of

CITY PHARMACY COURT PLAZA OF CRESTVIEW, FLORIDA, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida, to be effectively immediately as follows:

ARTICLE I - Name. The name of the corporation is **CITY PHARMACY COURT PLAZA OF CRESTVIEW, FLORIDA, INC.**

ARTICLE II - Corporate Purpose and Powers. This corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated under Section 607.0302 of the Florida Statutes.

This corporation shall have all corporate powers enumerated in Section 607.0302 of the Florida Statutes.

ARTICLE III - Capital Stock. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock. Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00) per share.

Stock shall be issued under Section 1244 of the Internal Revenue Code. The shareholders shall have preemptive rights pursuant to Section 607.0630, F.S. The transfer of shares of the corporation by its shareholders may be restricted in the manner allowed under Section 607.0627, F.S.

ARTICLE IV - Initial Capital. The amount of capital with which the corporation will begin business shall not be less than \$500.00.

ARTICLE V - Duration. The corporation shall have perpetual existence.

ARTICLE VI - Initial Registered Office and Agent.

The street address of the principal office of this corporation in this state is 2227 South Ferdon Blvd., Crestview, Florida 32539, with the mailing address the same. The street address of the initial registered office is 197 North Main Street, Crestview, Florida 32536. The initial registered agent at that address shall be **Jeffrey E. Thompson**.

ARTICLE VII - Management by Board of Directors. The corporation shall have two directors initially. The number of directors may be increased or decreased from time to time by the by laws of the Corporation, provided that the Corporation shall always have at least one director. The name and address of each initial director of the Corporation who shall serve until his or her successor is duly elected and qualified are:

Name:

Address:

Jeffrey E. Thompson

**197 North Main Street
Crestview, Florida 32536**

Melody T. Bolton

**5809 Highway 189 North
Baker, Florida 32531**

ARTICLE VIII - Subscribers. The name and address of the person signing these Articles is:


**JEFFREY E. THOMPSON
197 North Main Street
Crestview, Florida 32536**

ARTICLE IX - By-laws. The power to adopt, alter, amend or repeal the by-laws of this corporation shall be vested in the Board of Directors.

ARTICLE X - Amendment. These Articles may be amended in the manner provided by law. Every amendment shall be approved by vote of 51% of the stock entitled to vote thereon.

ARTICLE XI - Effective Date and Dissolution. The effective date of incorporation shall be immediately. The corporation may be dissolved at any time by unanimous written consent of the shareholders, or on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, I, the undersigned, subscriber of this corporation, have executed these articles of incorporation at Crestview, Florida on the 22 day of February, 2000.



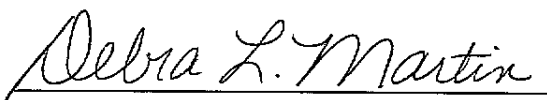
JEFFREY E. THOMPSON
Subscriber

STATE OF FLORIDA
COUNTY OF OKALOOSA

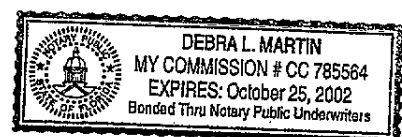
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **JEFFREY E. THOMPSON** and who produced as identification Florida Drivers License # T512425724530 is the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County above stated this 22nd day of January, 2000.

personally known



NOTARY PUBLIC
My Commission Expires:



STATE OF FLORIDA

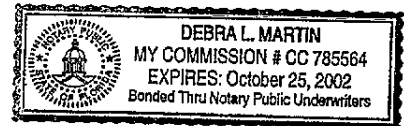
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **JEFFREY E. THOMPSON**, as Registered Agent and is the individual described in and who executed the foregoing designation of registered agent and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County above stated this 22nd day of February, 2000.

Personally Known

Debra L. Martin
NOTARY PUBLIC
My Commission Expires:



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

In pursuance of Section 607.0501, Florida Statutes, the following is submitted in compliance with said Act.

That **CITY PHARMACY COURT PLAZA OF CRESTVIEW, FLORIDA, INC.**,
desiring to organize under the laws of the State of Florida with its principal office as indicated in the
Articles of Incorporation at the City of Crestview, Okaloosa County, Florida, hereby names:

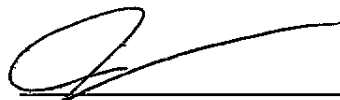
**JEFFREY E. THOMPSON
197 North Main Street
Crestview, Florida 32536**

as its agent to accept service of process within the State of Florida. The registered office of the
corporation is the principal office of the business, to wit:

**197 North Main Street
Crestview, Florida 32536**

Having been named as resident agent to accept service of process for the above stated
corporation at the place designated in this Certificate, I hereby accept the designation to act in this
capacity and agree to comply with the provisions of said Act relative to keeping open said office.

Dated this 22 day of February, 2000.



JEFFREY E. THOMPSON
Registered Agent