

DANIEL C. CAMPBELL

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

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February 23, 2000

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

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367.50 **78.75

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

Cindy Hughes
Legal Assistant to
DANIEL C. CAMPBELL

/ch
Enclosure

FILED
00 FEB 25 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

HEALTH-SMART OF BAKER, 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 **HEALTH-SMART OF BAKER, 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 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 5809 Highway 189 North, Baker, Florida 32531 and the mailing address is the same. The street address of the initial registered office is 5809 Highway 189 North, Baker, Florida 32531. The initial registered agent at that address shall be Melody T. Bolton.

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:

<u>Name:</u>	<u>Address:</u>
Melody T. Bolton	5809 Highway 189 North Baker, Florida 32531
Jeffrey E. Thompson	197 North Main Street Crestview, Florida 32536

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

MELODY T. BOLTON
5809 Highway 189 North
Baker, Florida 32531

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 22nd day of February, 2000.

Melody T. Bolton

MELODY T. BOLTON

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 MELODY T. BOLTON and who produced as identification Florida Drivers License # B435-558-69-649-0 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.

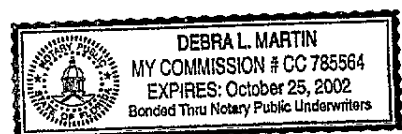
WITNESS my hand and official seal in the State and County above stated this 22nd day of January, 2000.

Personally Known

Debra L. Martin

NOTARY PUBLIC

My Commission Expires:



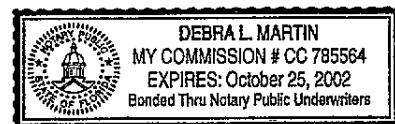
STATE OF FLORIDA

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 **MELODY T. BOLTON**, 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 **HEALTH-SMART OF BAKER, 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 Baker, Okaloosa County, Florida, hereby names:

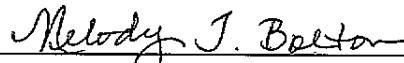
**MELODY T. BOLTON
5809 Highway 189 North
Baker, Florida 32531**

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:

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

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 22nd day of February, 2000.


MELODY T. BOLTON
Registered Agent

FILED
09 FEB 25 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA