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TRANSMITTAL LETTER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 1, 2000

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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****122.50 ****78.75

SUBJECT: Pharmacy WoRx, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-named proposed Florida Corporation. Also enclosed is a check for \$122.50 representing payment of the fees for filing a profit corporation which include the Filing Fee, Designation of Registered Agent and a Certified Copy.

FROM: Melissa Moses
7367 Tillman Drive
Lake Worth, Florida 33467
(561) 969-0887

P 2/7/00 ✓

ARTICLES OF INCORPORATION

OF

Pharmacy WoRx, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby forms a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1- NAME AND ADDRESS

The name of the Corporation is

Pharmacy WoRx, INC.

Address: 7367 Tillman Drive
Lake Worth, Florida 33467

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE 3 - REGISTERED AGENT

The name of the initial registering agent of this corporation is Melissa Moses. The address is 7367 Tillman Drive, Lake Worth, Florida 33467. However, this Corporation may, from time to time, move the principle office to another address, and shall have the right and power to transact business and establish offices as permitted under the laws of the United States and the State of Florida.

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ARTICLE 4 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation. The Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right of the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 5 - INCORPORATOR

The name and address of the incorporator of this Corporation is:

Melissa Moses
7367 Tillman Drive
Lake Worth, Florida 33467

ARTICLE 6 - DIRECTOR(S)

This corporation shall have (2) Directors initially. The number of directors may be increased from time to time according to the by-laws but shall never be less than 2.

The names and addresses of the first Board of Directors who, being subject to the provisions of the Articles of Incorporation, the by-laws and the Corporation laws of the State of Florida, shall hold permanent positions on the board unless so voted by the shareholders pursuant to the by-laws, the Shareholder's Restrictive Agreement, and the Corporation laws of the State of Florida are as follows:

Name

Address

John Moses

7367 Tillman Drive
Lake Worth, Florida 33467

Melissa Moses

7367 Tillman Drive
Lake Worth, Florida 33467

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The aggregate number of shares that the Corporation shall have the authority to issue is **THREE HUNDRED (300)** shares of common stock, each share have the par value of **ONE DOLLAR (\$1.00)**.

7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

7.3 Every shareholder, upon the sale of Stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

7.4 The corporation, upon the sale of Stock of this corporation, shall have the right to purchase the shares not acquired per item 7.3 and all other shares at the price that it is offered to others.

ARTICLE 8 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this corporation may elect, upon unanimous written vote, and if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986.

8.2 After this Corporation has elected to be a S Corporation, none of the shareholders of this Corporation, without the written consent of all of the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of the stock in the Corporation which will result in the termination of such election to be an S Corporation as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.

ARTICLE 8-SUB-CHAPTER S CORPORATION (continued)

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 9 - BYLAWS

The board of directors(s) of the Corporation shall **not** have the power, without the unanimous written consent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation.

ARTICLE 10 - SHAREHOLDER'S RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the corporation.

ARTICLE 11 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 12 - POWERS OF THE CORPORATION

The corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by law or these Articles of Incorporation.

ARTICLE 13 - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE 14- AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any matter now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation and Shareholder's restrictive Agreement or any amendment hereto are granted subject to this reservation.

ARTICLE 15-INDEMNIFICATION

The corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees, and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust employee benefit plan or other enterprise, whether or not for profit as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding.

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ARTICLE 15 - INDEMNIFICATION (continued)

The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees or expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation other wise to indemnify or advance expenses to any such person by contract or in any other manner.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am further with and accept the appointment as registered agent and agree to act in this capacity

Melissa Moses
Signature/Registered Agent

7-1-00
Date

Melissa Moses
Signature/Incorporator

7-1-00
Date