

Document Number Only

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CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

900003327929-1

-07/19/00-01061-012

*****70.00 *****70.00

CORPORATION(S) NAME

Miami 2nd Avenue CVS, Inc.

FILED
00 JUL 19 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
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Verifier _____
Acknowledgement _____
W.P. Verifier _____

07/19/00

RECEIVED
00 JUL 19 AM 11:28
DIVISION OF CORPORATION

T. SMITH JUL 19 2000

ARTICLES OF INCORPORATION

OF

Miami 2nd Avenue CVS, 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: Miami 2nd Avenue CVS, Inc.

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

THIRD: The number of shares the corporation is authorized to issue is: 100 common no par value.

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 and addresses of the persons who are to serve as initial directors are:

Thomas M. Ryan

One CVS Drive Woonsocket RI 02895

Larry J. Zigerelli

One CVS Drive Woonsocket RI 02895

Zenon P. Lankowsky

One CVS Drive Woonsocket RI 02895

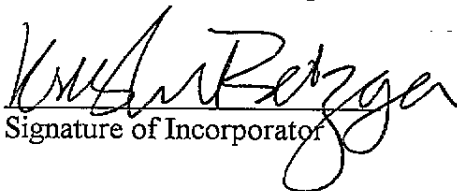
Dennis C. Burton

One CVS Drive Woonsocket RI 02895

SIXTH: The name and address of each incorporator is:

Kristen Betzger 101 Federal St. Boston MA 02110

SEVENTH: Any other provision required or permitted by law is: n/a


Signature of Incorporator

Date 7/17/00

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  CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

Date 7/17/00

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TALLAHASSEE, FLORIDA