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July 11, 2000

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32301

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

RE: PILLBOX PHARMACY, P.A.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation together with this firm's check in the sum of \$70.00 representing payment of the filing fee and registered agent fee.

If you have any questions regarding this matter, please contact our office.

Very truly yours,

HOVIS, BOYETTE & CRAWFORD, P.A.

Wade Boyette

Wade Boyette

KWB/jcg
Enclosures

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SECTION 1
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

PILLBOX PHARMACY, P.A..

I, Richard W. Limehouse, Jr., the undersigned subscriber to these Articles of Incorporation, hereby acting as incorporator for the purpose of forming a Professional Service Corporation for profit by virtue of the provisions of Chapter 621, Florida Statutes, do hereby adopt the following Articles of Incorporation.

ARTICLE I
Corporation Name

The name and address of this corporation shall be: PILLBOX PHARMACY, P.A., 227 Citrus Tower Drive, Clermont, FL 34711.

ARTICLE II
Nature of Business

The general nature of business and the proposed objects and purposes to be transacted, promoted and carried on by the corporation are to do any and all things hereinafter mentioned as fully and to the same effect and extent as natural persons might or could do under the laws of the State of Florida, viz.

1. To engage in every aspect of the practice of pharmaceuticals as are engaged in by licensed pharmacists in this State.
2. To engage and render the professional service involved only through its officers, agents and employees who are licensed pharmacists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
3. To invest its funds in real estate, mortgages, stocks bonds and any other type of investments permitted by law.
4. To own real and personal property necessary for the rendering of the professional services hereby authorized.
5. To engage in no other business other than the rendering of the professional services specified herein.

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TALLAHASSEE, FLORIDA

ARTICLE III

Capital Stock

A. The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time shall be 1,000 shares of common stock with One Dollar (\$1.00) per share par value.

B. The consideration to be paid for each share shall be payable in lawful money of the United States of America, or in property, labor or services which, in the judgment of the Board of Directors of this corporation, shall be of the valuation equivalent to the value of the stock to be issued.

C. Shares of the corporation's stock and certificates therefor shall be issued only to licensed pharmacists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

ARTICLE IV

Registered Office and Registered Agent

The address of the initial registered office of this corporation is 227 Citrus Tower Drive, Clermont, FL 34711. The name of the Registered Agent of this corporation is Richard W. Limehouse, Jr. at the above office address.

ARTICLE V

Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 621 and the bylaws.

ARTICLE VI

Stock Transfer Agreements

A. If all, or any, of the shareholders or subscribers to stock of the corporation shall enter into any agreement between themselves or with the corporation or third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the shareholders or subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the corporation, any and all of the stocks of the corporation held by them and if a copy of the agreement is filed with the corporation, all certificates of shares subject to such agreement or restriction shall have a reference thereto endorsed thereon by an officer of the corporation and such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of this agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledgee, trustee, or other fiduciary may be voted, in person or by proxy, and without proof of authority.

B. Provided, however, any such agreement shall be subject to the requirements of Florida Statute 621, and no shareholder may sell or transfer any of such shareholder's shares of stock in this corporation except to another individual who is, under the provisions of Florida Statute 621, eligible to be a shareholder of this corporation.

ARTICLE VII Directors

A. Selection and Replacement

1. The business of the corporation shall be managed initially by one Director. The number of Directors may be, as provided for by bylaws, increased or decreased, but shall never be less than one (1) Director.

2. Except as provided in Article XIII any vacancy on the Board of Directors shall be filled as provided in the bylaws. A shareholder removed as a Director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of one hundred percent 100% of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

B. Telephone Meetings

Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE VIII Interested Directors

A. No contract or other transaction between the corporation and one or more of its directors, or between the corporation and any other corporation, firm, association or other entity in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board, or of a committee thereof, which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact or such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board or of a committee which approves such contract or transaction.

C. The board shall have authority to fix the compensation of directors for services in any capacity.

ARTICLE IX Long-Term Employment Contract

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or by-law provision for annual election shall be without prejudice to the contract rights, if any, or any executive officer under such contracts.

ARTICLE X Initial Directors

The name and post office address of the initial Board of Director is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Richard W. Limehouse, Jr.	227 Citrus Tower Drive Clermont, FL 34711

ARTICLE XI Subscribers

The name and post office address of the subscriber to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Richard W. Limehouse, Jr.	227 Citrus Tower Drive Clermont, FL 34711

ARTICLE XII Severance and Termination of Employment

If any officer, director, stockholder, agent or employee of this corporation who has been rendering professional licensed pharmacist services to the public becomes legally disqualified to render such professional services within this state or accepts employment that places restrictions or limitations upon his continued rendering of such professional services, then, in any such event, such

person's office and/or employment with and/or financial interest in this corporation shall cease forthwith, subject, however, to the provisions of Article XIII dealing with "Amendments". Should any amendment be effected which changes the nature and purpose of this corporation so that the restrictions of Florida Statute 621 do not apply, then the restriction of this Article shall not thereafter apply; provided, however, that until such amendment is effected, such person shall render no professional services, shall hold no office, shall not serve on the Board of this corporation, and shall have no financial interest in this corporation except to receive payment for any stock owned and any other amounts that are lawfully due and owing by the corporation.

ARTICLE XIII Amendments

A. These Articles of Incorporation may be amended in the manner provided by law.

B. In the event the ownership of shares of this corporation shall be in any person, trust, corporation, estate or partnership who is not qualified to own such shares under the provisions of Chapter 621, Florida Statutes, and there has been no voluntary transfer of stock contrary to Article VI, or to law, the Board of Directors and shareholders shall have the power to amend these Articles of Incorporation in the manner and method prescribed in subparagraph A of this Article to effect a change in the nature and purpose of the business authorized by these Articles of Incorporation so that this corporation shall have the power to conduct any business authorized by Chapter 607, Florida Statutes. If there is a vacancy on the Board of Directors at or after the occurrence of the event referred to in this subparagraph, that vacancy shall be filled by the remaining Board of Directors until this amendment is complete and effective, or until such ownership of shares no longer exists. No stockholder shall be ineligible to vote on any such amendment merely because he is an ineligible shareholder under Florida Statute 621; but he shall have no other voting right.

ARTICLE XIV Rights of Stockholder Whose Interest Terminates Under Article XII

If any shareholder of this corporation is required to terminate their financial interest in this corporation because of the application of Article XII or the application of Chapter 621, Florida Statutes and should these Articles not be amended as provided in Article XIII, the financial interest of such shareholder shall terminate immediately and automatically except to receive payment for such stock in this corporation as may be owned by him, and any other amounts that are lawfully due and owing to him by the corporation; and such shares of stock shall not be entitled to dividends, or stock rights of any kind. Such stock shall be forthwith transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as shall be authorized or set forth in the bylaws or Shareholders' Agreement, if any, and if not, by mutual agreement or, if no such agreement can be reached, then by arbitration.

ARTICLE XV

Effective Date

The date that corporate existence shall begin shall be the date of filing these Articles of Incorporation with the Florida Department of State. This election is pursuant to Florida Statute 607.0203.

ARTICLE XVI

Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

ARTICLE XVII

Pre-emptive Rights

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. Such right extends to stock issued for cash, services, property, discharge from debt, or any other consideration. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 10 day of July, 2000, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make, subscribe, acknowledge and file in the Office of the Secretary of State of Florida these Articles of Incorporation and certify that the facts herein stated are true.


RICHARD W. LIMEHOUSE, JR.

ACCEPTANCE

I hereby accept to act as initial Registered Agent for PILLBOX PHARMACY, P.A., as stated in these Articles of Incorporation.


RICHARD W. LIMEHOUSE, JR.