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Florida Department of State  
Division of Corporations  
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## FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION

OF

UNITED PHARMACY, INC.

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SECRETARY OF CORPORATIONS  
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The undersigned, a natural person competent to contract, hereby makes, subscribes, acknowledges and adopts the following Articles of Incorporation for the purposes of forming a corporation under the laws of the State of Florida.

ARTICLE I. - NAME

The name of this corporation is UNITED PHARMACY, INC.

ARTICLE II. - DURATION

This corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation by the Florida Department of the State.

ARTICLE III. - PURPOSE

This corporation is organized for the purpose of engaging in any activity or transacting any business permitted under the laws of the State of Florida and the laws of the United States of America.

ARTICLE IV. - CAPITAL STOCK

The aggregate number of shares which this Corporation is authorized to issue is one hundred (100) shares. Such shares shall be of a single class, and shall have a One and No/100 (\$1.00) Dollar par value.

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Prepared by:  
John Elias, Esquire  
15225 N.W. 77th Avenue, #201  
Miami Lakes, Florida 33014  
(305) 558-4933  
Florida Bar No: 650341

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**ARTICLE V. - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is: 5000 N.W. 197th Street, Miami, Florida, 33055 and the name of the initial registered agent at that address is Nabil Gabriel.

The street address of the principal office of this corporation is: 5000 N.W. 197th Street, Miami, Florida, 33055.

**ARTICLE VI. - BOARD OF DIRECTORS**

This corporation shall have two (2) directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the corporation's Bylaws. The names and addresses of the initial Board of Directors of this corporation are:

Nabil Gabriel

5000 N.W. 197th Street  
Miami, Florida 33055

Adel Eltantawy

2281 N.W. 82nd Avenue  
Pembroke Pines, Florida 33024

**ARTICLE VII. - INCORPORATORS**

The name and address of the Incorporator to these Articles of Incorporation is: John Elias, Esquire, 15225 N.W. 77th Avenue, #201, Miami Lakes, Florida 33014.

**ARTICLE VIII. - INDEMNIFICATION**

A. **Indemnity.** The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suite or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was

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a director, employee, officer or agent of the Association, against all expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, unless:

(1) A court of competent jurisdiction finally determines, after all appeals have been exhausted or pursued by the proposed indemnity, that he or she did not act in good faith or in a manner he or she reasonably believed to be in or the best interests of corporation, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe his or her conduct was unlawful; and

(2) Such court also determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. Expenses. To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section VIII A. above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against all expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith.

C. Advances. All expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an accounting from or on behalf of the affected director, officer, employee

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or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article VIII.

D. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law agreement, vote of directors, shareholders or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefits of the heirs and personal representatives of such person.

E. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving, at the request of the corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

F. Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article VIII may not be amended without the approval in writing of all persons whose interests would be adversely affected by such amendment.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on 11/29, 2000.

  
John Elias, Incorporator

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STATE OF FLORIDA

COUNTY OF MIAMI-DADE:

ss. H000000062435

BEFORE ME, personally appeared JOHN ELIAS, who is personally known to me or who has produced \_\_\_\_\_ as identification, and who, first being duly sworn on oath, acknowledged before me that he executed the foregoing Articles of Incorporation on behalf of the Corporation, for the purposes and in the capacities set forth therein.

WITNESS MY HAND AND OFFICIAL SEAL on Nov. 29, 2000.



Sola Carret  
Notary Public, State of Florida at Large  
Printed Name of Notary: Sola Carret  
Commission No.: \_\_\_\_\_  
My Commission Expires: 12-03-02

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CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE

IN COMPLIANCE WITH SECTIONS 48.091 and 607.034, FLORIDA STATUTES, as may be amended, the following is submitted:

That, UNITED PHARMACY, INC., desiring to organize and qualify as a corporation under the laws of the State of Florida, with its initial registered office at 5000 N.W. 197th Street, Miami, Florida 33055 has named Nabil Gabriel, whose address is 5000 N.W. 197th Street, Miami, Florida, 33055 as its Registered Agent to accept service of process within the State of Florida; and

That, having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, Nabil Gabriel hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper performance his duties.

DATED: 11/29, 2000.

  
NABIL GABRIEL  
Registered Agent

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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STATE OF FLORIDA :  
: ss.  
COUNTY OF MIAMI-DADE:

BEFORE ME, personally appeared NABIL GABRIEL, who is personally known to me or who has produced \_\_\_\_\_ as identification, and who first, being duly sworn on oath acknowledged before me that he executed the foregoing Certificate Designation Registered Agent and Office, and she acknowledged before me that she executed same on behalf of the Corporation, for the purposes and in the capacities set forth therein.

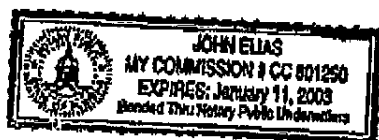
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WITNESS MY HAND AND OFFICIAL SEAL in the County and State last aforesaid on

11/28, 2000.



  
Notary Public, State of Florida at Large  
Printed Name of Notary: \_\_\_\_\_  
Commission No.: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

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