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Sandra J. Doyle  
838 Neapolitan Way #45  
Naples, Florida 34103

January 2, 2001

Division of Corporation  
New Filings Section  
Post Office Box 6327  
Tallahassee, Florida 32314

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-01/04/01--01072--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Division of Corporations:

RE: Maestro's Apothecary, Inc.

Enclosed you will find two notarized copies of the Articles of Incorporation of MAESTRO'S APOTHECARY, INC., as well as a check in the amount of \$70.00 to cover the various fees.

Please receipt and return one copy to me at the above address.

If you have any questions, please feel free to contact me at (941)-591-8037.

Sincerely,

  
Sandra J. Doyle  
Incorporator/Initial Registered Agent

FILED  
01 JAN -4 PM 12:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch JAN 9 2001

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01 JAN -4 PM 12:54

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
Maestro's Apothecary, Inc.**

TO: Secretary of State  
State of Florida

This is to certify that there is hereby organized a corporation under and by virtue of Florida Statutes 607.164 and 607.034.

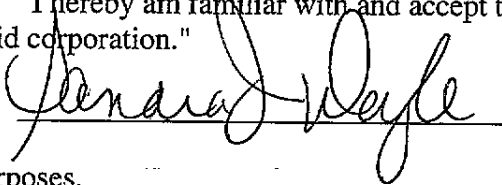
1. Name.

The name of the Corporation is Maestro's Apothecary, Inc.

2. Principal Office and Registered Agent.

Its registered office in the State of Florida is 5051 Castello Drive, Suite 12, Naples, Florida 34103. The name of its registered agent at such address is Sandra J. Doyle:

"I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation."



3. Purposes.

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida.

4. Capital Stock.

The total number of shares of capital stock that the Corporation shall have authority to issue is 2,000, all of which are to be common stock with .10 par value each. All stock certificates shall evidence the pre-emptive rights of the corporation requiring all stock sales of the corporation to be first offered to other stockholders in equal shares for fair market value, prior to any offering to a non-stockholder.

5. Incorporator.

The name and mailing address of the sole incorporator is: Sandra J. Doyle, 838 Neapolitan Way #45, Naples, Florida 34103.

6. Existence.

The Corporation is to have perpetual existence. The date of commencement of corporate existence is the date of filing of these articles. the corporation started activities as of the date of

filing.

#### 7. Liability of Stockholders.

The private property of the stockholders shall not be subject to the payment of corporate debts.

#### 8. Management.

Subject to the provisions of the laws of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors and the stockholders:

- (a) The books of the Corporation may be kept outside of the State of Florida at such place or places as may from time to time be designated by the Board of Directors.
- (b) The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the Bylaws.
- (c) An increase in the number of directors shall be deemed to create a vacancy or vacancies in the Board of Directors, to be filled in the manner provided in the Bylaws. Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time, in such manner as shall be provided in the Bylaws. There shall be no limit to the number of Directors.
- (d) The Board of Directors shall have power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any bylaws adopted by them from time to time.
- (e) The Board of Directors shall have the power, in its discretion, to fix, determine and vary, from time to time, the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the Corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.
- (f) The Board of Directors shall have the power, in its discretion, from time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the Corporation, or any of them, other than the stock ledger, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.
- (g) Upon any sale, exchange or other disposal of the property and/or assets of the Corporation,

payment therefore may be made either to the Corporation or directly to the stockholders in proportion to their interests, upon the surrender of their respective stock certificates, or otherwise, as the Board of Directors may determine.

(h) In case the Corporation shall enter into any contract or transact any business with one or more of its directors, or with any firm of which any director is a member, or with any corporation or association of which any director is a stockholder, director or officer, such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest therein which is or might be adverse to the interests of the Corporation, even though the vote of such director might have been necessary to obligate the Corporation upon such contract or transaction; provided, that the fact of such interest shall have been disclosed to the other directors or the stockholders of the Corporation, as the case may be, acting upon or with reference to such contract or transaction.

(i) The Board of Directors may establish a series of stock, may issue preferred stock, and may fix and determine the variations in the relative right and preferences as between series of stock. The Board of Directors may determine any and all pre-emptive rights.

(j) Shareholders' meetings shall be at Naples, Florida, the last week of December each year at an exact location and time as decided by the Board of Directors.

(k) The Quorum for shareholders' meetings is a majority.

(l) The number of days notice for special meetings of Directors is five (5).

(m) The Quorum for a Board of Directors meeting shall be a majority of the then-existing Board.

(n) The Corporation, immediately after incorporation, will file documents with the U.S. Internal Revenue Service to qualify as a "Sub-Chapter S" Corporation referenced in the U.S. Internal Revenue Code to receive the benefits thereunder. The Corporation hereby adopts all the provisions and benefits of the U.S. Internal Revenue Code, Section 1244.

(o) The fiscal year shall be ended December 31st each year.

(p) The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred are granted subject to this reservation.

I, THE UNDERSIGNED, the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, do make these Articles, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 2nd day of January, 2001.

Sandra J. Doyle  
Sandra J. Doyle

State of Florida )

) ss

County of Collier )

BE IT REMEMBERED that on this 2nd day of January, 2001. personally came before me, a Notary Public for the State of Florida, Sandra J. Doyle, to me personally known to be the same person who executed the foregoing Articles, and acknowledged that said person signed as the person's free act and deed the foregoing document and declared that the statements therein contained are true to the person's best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Carla Y. Cline  
Notary Public

My commission expires: \_\_\_\_\_

