

P01000056768

LAW OFFICES
ARTURO M. RIOS, P.A.

2929 FIFTH AVENUE NORTH
P.O. BOX 10069
ST. PETERSBURG, FLORIDA 33738
TELEPHONE (727) 321-8151
FAX (727) 321-8181
arturorios@compuserve.com
arm3783@aol.com

May 29, 2001

Secretary of State
State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

FILED
JUN - 4 AM 9:15
SECRETARY OF STATE
FLORIDA

RE: Solutions Pharmacy USA, Inc.

Dear Sir or Madam:

500004340155--8
-06/04/01--01109--008
*****70.00 *****70.00

Enclosed herein for filing in reference to the captioned matter please find original and one copy of the Articles of Incorporation. Also enclosed is my check made payable to your office in the sum of \$70.00 representing payment for the filing fee and registered agent fee.

Please file the original of these Articles and return to my office a copy of same together with your receipt for the monies enclosed herewith.

Thank you for your attention to this matter.

Very truly yours,

Arturo M. Rios, P.A.

By: AMR
Arturo M. Rios

AMR/mr

Enclosures

Arturo M. Rios GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art F
DATE 6/8/01
DOC. EXAM Doris Brown

B. BROWN JUN - 8 2001

**ARTICLES OF INCORPORATION
OF
SOLUTIONS PHARMACY USA, INC.**

FILED
01 JUN -4 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, subscriber to these Articles of Incorporation, being competent to contract, does hereby associate herself to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is **Solutions Pharmacy USA, Inc.**

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The corporation is formed for the purpose of engaging in the pharmacy business, but may engage in any lawful business for which corporations may be incorporated under the laws of the state of Florida.

ARTICLE IV

The maximum number of shares that this corporation is authorized to have issued at any one time is One Hundred (100) shares of common stock having no par value.

ARTICLE V

The street address and mailing address of the initial registered office and principal office of the corporation is 2929 fifth Avenue North, St. Petersburg, Florida 33713. The principal office is the mailing address for the corporation. The registered office is the location where service of process can be accepted. The name of the initial registered agent at the principal office and registered office of the corporation stated above is Arturo M. Rios, who accepts said position as registered agent of this corporation and who states that he/she is familiar with and accepts the duties and responsibilities as registered agent for this corporation as evidenced by his/her signature and the end of these Articles of Incorporation.

ARTICLE VI

The number of Directors of this corporation shall be as provided in the By-Laws but shall not be less than one (1) nor more than seven (7); said initial Board of Directors shall consist of one (1) in number as set forth in Article VII.

ARTICLE VII

The names and addresses of the first Board of Directors who, subject to the laws of the state of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and shall have qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Arturo M. Rios	2750 50 th Avenue South St. Petersburg, Florida 33712

ARTICLE VIII

The amount of capital with which the corporation shall begin business is Five Hundred and no/100ths (\$500.00) Dollars.

ARTICLE IX

The name and address of the initial subscriber of these Articles of Incorporation is as follows:

NAME

ADDRESS

Arturo M. Rios, Esq.

2750 50th Avenue South
St. Petersburg, Florida 33713

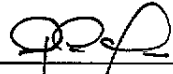
ARTICLE X

These Articles of Incorporation shall become effective upon filing and approval by the Secretary of State as indicated by his endorsement thereon with the date and time of approval, as set forth on the duplicate.

ARTICLE XI

These Articles of Incorporation may be amended in any manner consistent with the laws of the State of Florida. Every Amendment shall be approved by the Stockholders, proposed by them to the Stockholders and approved at a Stockholders' Meeting by at least a majority of the stock entitled to vote thereon.

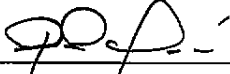
IN WITNESS WHEREOF the undersigned, being the original subscriber to the capital stock herein before named, both within and without the state of Florida, and in the pursuance of the Corporation Laws of the state of Florida, does make and file in the office of the Secretary of State of the state of Florida these Articles of Incorporation, and certifies that the facts herein stated are true.



SUBSCRIBER

The undersigned, Arturo M. Rios, Esq. accepts the position as registered agent of this corporation and states that he/she is familiar with and accepts the duties and responsibilities as registered agent for this corporation.

DATED: May 29, 2001



REGISTERED AGENT

FILED
01 JUN -4 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA


SS

COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Arturo M. Rios, who, is known to me personally or who produced as identification, and who, after being by me first duly cautioned and sworn, deposes and says: that he/she is the individual described in and who executed the foregoing Articles of Incorporation; and

does hereby acknowledge before me that he/she executed same for the purposes expressed therein.

WITNESS my hand and official seal in the County and State aforesaid this 29th day of May, 2001.


NOTARY PUBLIC
STATE OF FLORIDA

Name: Marilyn F. Smith
Address: 2901 - 5th AVE No.
ST. Petersburg, FL 33713

My Commission Expires:



Marilyn F. Smith
MY COMMISSION # CC889468 EXPIRES
March 4, 2004
BONDED THRU TROY FAIR INSURANCE, INC.