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The Law Offices of

HOWARD J. MILCHMAN, P.A.

9600 West Sample Road

Suite 507

Coral Springs, FL 33065

Telephone (954) 753-8070

Fax (954) 753-9303

June 1, 2001

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

400004375654--9
-05/07/01--01072--002
*****70.00 *****70.00

Re: United Prescription Services, Inc.

Gentlemen:

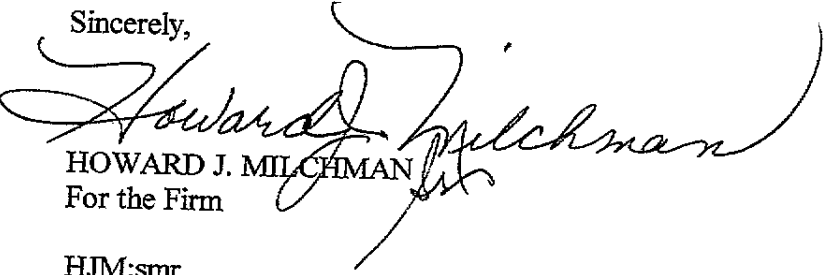
Please find enclosed herewith the following documents in order to facilitate incorporation of the above referenced corporation:

1. Original Articles of Incorporation and one copy thereof; and
2. A check in the amount of \$70.00 made payable to the Florida Department of State for the filing fees.

Also enclosed is a return self-addressed, stamped envelope in order to return the stamped, filed copies of the Articles of Incorporation to the undersigned. If you require anything further or encounter any difficulties, please do not hesitate to contact the undersigned.

Thank you for your attention to the foregoing.

Sincerely,


HOWARD J. MILCHMAN
For the Firm

HJM:smr
Enclosures

FILED
01 JUN 21 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W 13432
F. CHESSER

JUN 1 2 2001



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 12, 2001

HOWARD J MILCHMAN ESQUIRE
9600 W SAMPLE ROAD
SUITE 507
CORAL SPRINGS, FL 33065

SUBJECT: UNITED PRESCRIPTION SERVICES, INC.
Ref. Number: W01000013432

We have received your document for UNITED PRESCRIPTION SERVICES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Freida Chesser
Corporate Specialist
New Filings Section

Letter Number: 301A00036065

ARTICLES OF INCORPORATION
OF
UNITED PRESCRIPTION SERVICES OF AMERICA, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

UNITED PRESCRIPTION SERVICES OF AMERICA, INC.

The address of the principal office of this corporation shall be 1870 O'Shea Lane, Marietta, Georgia 30062 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

Prepared by:
Howard J. Milchman, Esquire
9600 West Sample Road, Suite 507
Coral Springs, Florida 33065
(954) 753-8070
Florida Bar No. 655902

FILED
01 JUN 21 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 9600 West Sample Road, Suite #507, Coral Springs, Florida 33065, and the name of the initial registered agent of the corporation at that address is Howard J. Milchman, P.A.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. The corporation shall have two officers and directors, initially. The name and address of the initial officers and directors are:

Arthur J. Geiss
President

1870 O'Shea Lane
Marietta, Georgia 30062

Marc Malin
Vice President

15575 North 79th Place, Suite 100
Scottsdale, Arizona 85260

Gary M. Kleingartner
Vice President

15575 North 79th Place, Suite 100
Scottsdale, Arizona 85260

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Howard J. Milchman, P.A.
9600 West Sample Road, Suite 507
Coral Springs, Florida 33065

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on
this 15 day of June, 2001.

HOWARD J. MILCHMAN, P.A.

By: 

Howard J. Milchman, Esquire

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION

HOWARD J. MILCHMAN, P.A. having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

HOWARD J. MILCHMAN