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CAM Management Services, Corp.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Condominium and Homeowners Management

July 25, 2001

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

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*****87.50 *****87.50

Dear Sirs/Madam:

Enclosed you will check No. 1356 in the amount of \$87.50 to file the profit Corporation: "PharmaPlus Wholesale International, Inc." and a Certificate of Corporation.

Please submit filed corporation to our office at your earliest convenience.

Sincerely yours,


Anita Gonzalez

CAM Management Services, Corp.

Done
7/1/01
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

PHARMAPLUS WHOLESALE INTERNATIONAL, INC.

WE, the undersigned, do hereby associate ourselves together and subscribe this Certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, and subject to the following provisions:

ARTICLE I

THE NAME of the Corporation shall be: PHARMAPLUS WHOLESALE INTERNATIONAL, INC.

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III

THE MAXIMUM number of shares of stock which the Corporation shall have outstanding at any time, shall be ONE HUNDRED (100) shares of stock which shall be common stock of a par value of FIFTY DOLLARS (\$50.00) per share. All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in services, at a true valuation thereof.

ARTICLE IV

THIS CORPORATION shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date in which Corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE V

THE PRINCIPAL office of the Corporation shall be located at:

**1800 W. 49th ST. SUITE 224
HIALEAH, FL. 33012**

OTHER OFFICES for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE VI

THE BUSINESS of the Corporation shall be managed by the Board of Directors, who need not be stockholders of the corporation. The number of the Directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

ARTICLE VII

THE NAMES of the members of the first Board of Directors and officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

VICTOR A. PENAFIEL PRESIDENT/TREASURER/SECRETARY

ARTICLE VIII

THE NAMES and mailing addresses of each of the subscribers to this Certificate of Incorporation are as follows:

VICTOR A. PENAFIEL 1800 W. 49th St. Suite 224, Hialeah, Fl. 33012

ARTICLE IX

THIS CORPORATION shall have full power to carry on and transact each or all of the business enumerated in Article II of the Certificate, and shall have all the general and additional powers now and hereafter conferred upon it by law.

ARTICLE X

THIS CORPORATION shall have the power to issue the whole or any part as determined by the Board of Directors, of the shares of the capital stock as partly said, subject to calls thereon until the whole thereof shall have been paid.

ARTICLE XI

UPON ELECTION of the Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by-laws of the Board of Directors. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law, whether said stock shall be fully or partially paid, unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

ARTICLE XII

THIS CORPORATION shall designate VICTOR A. PENAFIEL with office located at 1800 W. 49th St. Suite 224 Hialeah, Fl. 33012 as its dully authorized Registered Agent to be in charge of the Corporation Registered Office as required by State Law.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hand and affixed their seals on this 25TH day of July, 2001.


VICTOR A. PENAFIEL

ACKNOWLEDGMENT:

STATE OF FLORIDA)

SS:

COUNTY OF DADE)

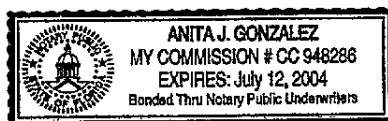
BEFORE ME, a Notary Public authorized to take acknowledgments in the State of Florida and County of Dade set forth above, personally appeared VICTOR A. PENAFIEL who are personally known to me as the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have here unto set hand and affixed my official seal, in the State and County aforesaid, this 25TH day of July, 2001.


NOTARY PUBLIC

ANITA J. GONZALEZ
PRINTED NAME OF NOTARY

MY COMMISSION EXPIRES:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In pursuance of Chapter 49.091, Florida Statutes, the following is submitted, in compliance with said Act:

That PHARMAPLUS WHOLESALE INTERNATIONAL, INC. indicated in the Articles of Incorporation, the City of Hialeah, County of Dade, State of Florida has named:

VICTOR A. PENAFIEL
1800 W. 49th ST. SUITE 224
HIALEAH, FL. 33012

As its Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


VICTOR A. PENAFIEL