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Karen Avins
13900 SW 248th Street
Princeton, FL 33032

FILED
02 JAN 14 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 8, 2002

Florida Dept of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

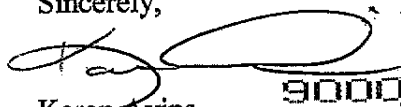
Re: Articles of Incorporation – American Apothecary Corp.

To Whom It May Concern:

Enclosed please find the Articles of Incorporation for American Apothecary Corp., along with a check in the amount of \$78.75 for the same.

Please mail the certified copy to Karen Avins, 13900 SW 248th Street, Princeton, FL 33032.

Sincerely,



Karen Avins

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*****78.75 *****78.75

**ARTICLES OF INCORPORATION
OF
AMERICAN APOTHECARY CORP.**

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TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, are natural persons, competent, and hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is: **AMERICAN APOTHECARY CORP.**

ARTICLE II. NATURE OF BUSINESS

The corporation shall have the unlimited power to engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock the corporation shall have the authority to issue is one thousand (1,000) shares of Common Stock having a par value of \$1.00 each.

ARTICLE IV. TERM OF EXISTENCE

The initial address of this corporation in the State of Florida is: 13900 SW 248th Street, Princeton, FL 33032. Please mail all correspondence to 13900 SW 248th Street, Princeton, FL 33032.

The Stockholders may from time to time move the principal office to any other address in Florida.

ARTICLE VI. INCORPORATOR

The name and address of the Incorporators of these Articles of Incorporation is: Karen Avins, 13900 SW 248th Street, Princeton, FL 33032, Miguel A. Cisneros-Abreu, 12410 SW 114 Terrace, Miami, FL 33186 and Mark Adams, 10417 SW 80th Street, Miami, FL 33173.

ARTICLE VII. PREEMPTIVE RIGHTS

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

- (i) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof: or
- (ii) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE VIII. MANAGEMENT OF CORPORATION BY STOCKHOLDERS

The Corporation shall have no board of directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed under the direction of stockholders.

ARTICLE IX. STOCK TRANSFERS – CORPORATION'S RIGHT OF FIRST REFUSAL

No Stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the stockholder; shall be registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of ninety days for the date of mailing. If the corporation fails or refuses within each period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

On the death of any stockholder, the Corporation shall have the right to purchase all shares owned by such stockholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each stockholder.

Each share certificate issued by the corporation shall have printed or stamped thereof the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation."

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CLERK OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED AGENT
FOR SERVICE OF PROCESS WITHIN THIS STATE**

AMERICAN APOTHECARY CORP. is qualified to do business under the laws of the State of Florida with its registered office at 13900 SW 248TH Street and **KAREN AVINS** as its Registered Agent to accept service of process within the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above named corporation at the place designated in this certificate. I hereby accept to act in this capacity and agree to comply with the provisions of Florida Statutes relative to keeping open said office.

By: _____

Karen Avins