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FLORIDA PROFIT CORPORATION OR P.A.

L&M PHARMACY, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

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**ARTICLES OF INCORPORATION
OF
L&M PHARMACY, INC.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: **L&M PHARMACY, INC.**

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 7869 San Marcos Place, Boca Raton, Florida 33433.

**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares of all classes of capital stock that the Corporation is authorized to issue is One Thousand (1,000) shares of common stock, par value \$0.001 per share (the "Common Stock").

The designations, powers, preferences, qualifications, restrictions and relative rights of the Common Stock are as follows:

1. Voting Rights. Except as otherwise required by law or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of preferred stock or senior class of common stock, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock. The holders of the Common Stock shall be entitled to one vote per share on all matters submitted to a vote of shareholders, including, without limitation, the election of directors.

2. Dividends. Except as otherwise provided by law or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of preferred stock or any senior class of common stock, the holders of the Common Stock shall be entitled to

Robert J. Burnett, Esq.
Florida Bar No. 0117978
3111 Stirling Road
Ft. Lauderdale, FL 33312-6525

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receive when, as and if provided by the Board of Directors, out of funds legally available therefor, dividends payable in cash, stock or otherwise.

3. Liquidating Distributions. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after payment or provision for payment of the debts and other liabilities of the Corporation, and except as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of preferred stock or any senior class of common stock, the remaining assets of the Corporation shall be distributed pro-rata to the holders of the Common Stock.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be Mark Rubin 7869 San Marcos Place, Boca Raton, FL 33433.

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially.

ARTICLE VIII
INITIAL DIRECTORS

The name and address of the initial Directors of this Corporation are Mark Rubin with an address of 7869 San Marcos Place, Boca Raton, Florida 33433 and Larry Birnbaum with an address of 207 Whitman Drive, Brooklyn, New York 11234.

The persons named as initial Directors shall hold office for the first year of existence of this Corporation, or until their respective successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Mark Rubin 7869 San Marcos Place, Boca Raton, Florida 33433.

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ARTICLE X
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

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JAN. 30, 2002 11:23AM BECKER & POLIAKOF
FROM RUBIN FNN NO. 561 417 8214

NO. 808 8P. 5.7 P. 85

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IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing
Articles of Incorporation on January 29, 2002.



Mark Rubin, Incorporator

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FROM: JAN 30 2002 11:23AM

BECKER & POLIAKOF 561 417 8214

1 NO. 8081 81P.7/7 P.86


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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

L&M PHARMACY, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 7869 San Marcos Place, Boca Raton, Florida 33433 has named Mark Rubin, whose address is Mark Rubin 7869 San Marcos Place, Boca Raton, Florida 33433 as its agent to accept service of process within the State of Florida,

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


Mark Rubin

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