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SECRETARY OF STATE
TALLAHASSEE FLORIDA

OVERNIGHT DELIVERY

February 15, 2002

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Florida Dept. of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Dear Sir or Madam:

Enclosed are Articles of Incorporation for First Rx, Inc., a check for \$78.75 for filing fee, resident agent fee, and a certified copy of the Articles returned in the envelope enclosed. When the Articles are filed, please fax a copy to 407-804-5615 or call me at 407-804-6772.

Sincerely,

Barbara J. Luttrell
Vice President Administration

Enclosures

250 Technology Park • Suite 124 • Lake Mary, Florida 32746
Tel: 407-804-6700 Fax: 407-804-5675
www.priorityhealthcare.com

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ARTICLES OF INCORPORATION

OF

FIRST Rx, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the Corporation (hereinafter called the "Corporation") is First Rx, Inc.

SECOND: The street address and the mailing address of the principal office of the Corporation is 250 Technology Park, Suite 124, Lake Mary, Florida 32746.

THIRD: The number of shares that the Corporation is authorized to issue is 1,000 all of which are without par value and are of the same class and are all Common shares.

FOURTH: The street address of the initial registered office of the Corporation in the State of Florida is 250 Technology Park, Suite 124, Lake Mary, Florida 32746, and the name of its initial registered agent at such address is Rebecca Shanahan.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator is:

NAME	ADDRESS
Barbara J. Luttrell	Priority Healthcare Corporation 250 Technology Park Lake Mary, Florida 32746

SIXTH: The name and address of the members of the initial Board of Directors of the Corporation are as follows:

NAME	ADDRESS	CITY, STATE
Steven D. Cosler	250 Technology Park	Lake Mary, Florida 32746
Donald J. Perfetto	250 Technology Park	Lake Mary, Florida 32746
Rebecca Shanahan	250 Technology Park	Lake Mary, Florida 32746

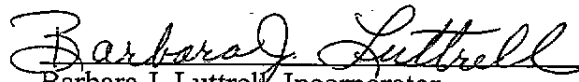
SEVENTH: The purposes for which the Corporation is organized are as follows:

- (1) To engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.
- (2) To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.


EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons who it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Signed on February 15, 2002


Barbara J. Luttrell, Incorporator

Having been named as registered agent and to accept service of process for the above-named Corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Rebecca Shanahan

Date: 2/15/02

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