

PO2000058505

CT CORPORATION

CORPORATION(S) NAME

Discount Drugs of Canada Midwest, Inc.

2002 MAY 28 PM 12:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

<input checked="" type="checkbox"/> Profit - <i>Acts.</i>	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

02 MAY 28 PM 11:26
DIVISION OF CORPORATION

RECEIVED

Name _____
Availability _____
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Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

5/28/02

Order#: 5371963

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Ref#: _____

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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5/28/02

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

DISCOUNT DRUGS OF CANADA MIDWEST, INC.

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.

ARTICLE I.

NAME

The name of the corporation is: Discount Drugs of Canada Midwest, Inc.

ARTICLE II.

PRINCIPAL ADDRESS

The address of the principal office and the mailing address of the corporation is: 8447 Park Gate Road, Boca Raton, Florida 33496.

ARTICLE III.

CAPITAL

The aggregate number of shares of stock the corporation is authorized to issue is: Ten Thousand (10,000) common shares with a par value of one cent (\$0.01) per share.

ARTICLE IV.

REGISTERED OFFICE/REGISTERED AGENT

The street address of the initial registered office of the corporation is: 8447 Park Gate Road, Boca Raton, Florida 33496.

The name of the initial registered agent of the corporation at the said registered office is Jay S. Binder. 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.

ARTICLE V.
INCORPORATOR

The name and address of the incorporator is: Paula L. Peterson, 2800 LaSalle Plaza, 800 LaSalle Avenue, Minneapolis, Minnesota 55402.

ARTICLE VI.
DURATION

The duration of the corporation shall be perpetual.

ARTICLE VII.
PURPOSE

The purposes for which the corporation is organized are as follows: To engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

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.

ARTICLE VIII.
DIRECTOR LIABILITY

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director, except for liability (1) for a violation of the criminal law (unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful), (2) for any transaction from which the director derived an improper personal benefit, (3) for voting for or assenting to a distribution made in violation of the Florida Business Corporation Act, section 607.0834, or the Articles of Incorporation if it is established that he did not perform his duties in compliance with the Florida Business Corporation Act, section 607.0830, or (4) for acts or omissions which involve willful misconduct or conscious disregard for the best interests of the corporation.

ARTICLE IX.
SHAREHOLDER ACTION WITHOUT A MEETING

Shareholder action may be taken without a meeting if written consent, setting forth the action so taken, is signed by persons who would be entitled to vote not less than the minimum number of shares that would be necessary to authorize or take the action, subject to the provisions of the Florida Business Corporation Act.

ARTICLE X.
NO PREEMPTIVE RIGHTS; NO CUMULATIVE RIGHTS

a. No Preemptive Rights. The shareholders of the Corporation shall not have the preemptive rights provided by Section 302A.413 of the Minnesota Statutes to subscribe for and to purchase any or all of the shares or other securities, or rights to purchase shares or other securities, of the Corporation, now or hereafter authorized.

b. No Cumulative Voting. The shareholders of the Corporation shall not have the right of cumulative voting.

ARTICLE XI.
CONTRACTS WITH DIRECTORS

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other Corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a Director or an officer of such other Corporation, or who is so interested, may not be counted in determining the existence of a quorum and may not participate in or vote at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction.

ARTICLE XII.
SHAREHOLDERS' PROPERTY

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23rd day of May, 2002.

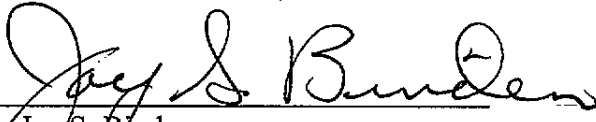


Paula L. Peterson, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

This the 23rd day of May, 2002.


Jay S. Binder

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