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August 19, 2002

Via UPS Overnight Delivery

Division of Corporations

409 E. Gaines Street

Tallahassee, FL 32399

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Re: Xpress Rx Pharmacy III, Inc. Incorporation
Our File No.: 02-315

To Whom it May Concern:

Enclosed herewith on behalf of the above captioned Florida corporation, please find for filing with your office an original and one (1) copy of the Articles of Incorporation. In addition we have enclosed our check in the amount of \$78.75 representing the requisite filing fee. Kindly return a certified copy of the Articles of Incorporation in the self-addressed, stamped envelope provided for this purpose.

Thank you for your anticipated cooperation in this matter. If you have any questions regarding the enclosed, kindly contact the undersigned.

Very truly yours,

BENSON, MOYLE & MUCCI, LLP


Mark J. Loterstein
For the Firm

MJL/fmc

enclosures

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
AUG 20 AM 10:39

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8/21

**ARTICLES OF INCORPORATION
OF
XPRESS Rx PHARMACY III, INC.**

FILED
SECRETARY OF STATE
02 AUG 20 AM 10:39
DIVISION OF CORPORATIONS

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is **Xpress Rx Pharmacy III, Inc.** whose principal place of business is 1030 S.W. 50th Avenue, Margate, FL 33068.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

The corporation shall have the authority to issue one thousand (1,000) shares, all of one class of Capital Stock, with a par value of \$.10 per share.

ARTICLE V

The address of its initial registered office is Benson, Moyle & Mucci, LLP, One Financial Plaza, Suite 1600, and the name of its initial registered agent is Mark J. Loterstein, Esq.

ARTICLE VI

The number of directors constituting its initial Board of Directors is one (1), whose name and address is:

Lancelot James
1030 S.W. 50th Avenue
Margate, FL 33068

ARTICLE VII

The name and address of the incorporator is:

Mark J. Loterstein, Esq.
One Financial Plaza, Suite 130
Fort Lauderdale, Florida 33394

ARTICLE VIII

The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a shareholder's meeting by majority vote of the common stock.

ARTICLE IX

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

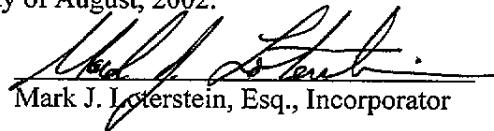
ARTICLE X

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

ARTICLE XI

Pursuant to Florida Statute Section 607.0203., the effective date of the commencement of corporate existence is the 19TH day of August, 2002, which is the date of subscription and acknowledgment of the Articles of Incorporation. Said Articles of Incorporation are to be filed within five days after such date.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed these Articles of Incorporation at Ft. Lauderdale, Florida, on the 19TH day of August, 2002.

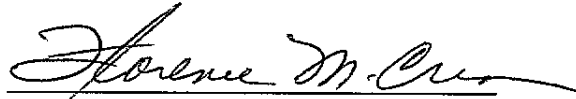

Mark J. Loterstein, Esq., Incorporator

**STATE OF FLORIDA
COUNTY OF BROWARD**

BEFORE ME, the undersigned authority personally appeared Mark J. Loterstein, Esq., who is to me well known to be the person described in and who subscribed to the above Articles of Incorporation, and

he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Ft. Lauderdale, in said County and State this 19th day of August 2002.



Notary Public, State of Florida

My Commission Expires:

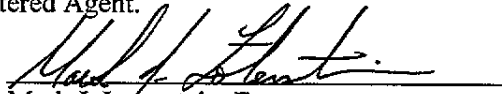
Commission Expires:



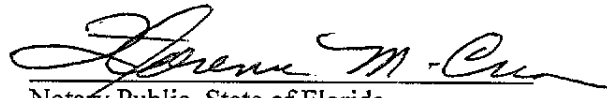
ACKNOWLEDGMENT OF REGISTERED AGENT

**STATE OF FLORIDA
COUNTY OF BROWARD**

BEFORE ME, the undersigned authority personally appeared **Mark J. Loterstein, Esq.**, who is to me well known to be the person described in and who is named as the Registered Agent in the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he has authorized said corporation to name him as its initial Registered Agent for the purposes mentioned and set forth in Article V. He did further agree to comply with the provisions of Section 607.0505 Florida Statute (2002) and all other statutes relating to the proper and complete performance of his duties, and he is familiar with and accepts the obligations of his position as Registered Agent.


Mark J. Loterstein, Esq.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Fort Lauderdale, in said County and State this 19th day of August, 2002.



Notary Public, State of Florida

My Commission Expires:

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