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LAZARUS CORPORATE FILING SERVICE

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. PHARMACY NETWORK DISTRIBUTORS GROUP, INC.
(Corporation Name) (Document #)

2. _____ (Corporation Name) (Document #) 300007985353--4

3. _____ (Corporation Name) (Document #) -09/24/02--01050--018
*****78.75 *****78.75

4. _____ (Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

ARTICLES OF CORPORATION

ARTICLES I - NAME

The name of this corporation shall be:

PHARMACY NETWORK DISTRIBUTORS GROUP, INC

ARTICLES II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2450 SW 19 TERR, MIAMI, FL 33145

ARTICLES III - SHARES

This corporation is authorized to issue 10,000 shares of one-dollar (1.00) par value common stock, which shall be designated "common shares".

ARTICLES IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The principal address and the initial registered office of this corporation is: 2450 SW 19 TERR, MIAMI, FL 33145 and the name of the initial registered agent of this corporation is : Michel Lerner 2450 SW 19 TERR, MIAMI, FL 33145.

ARTICLE V - INCORPORATOR(S)

The name and street address of the incorporate of these Articles of Incorporation are:

Name:

Address:

Stewer Miller

90 S.Hamton Drive ,Denver ,Co, 93112
Treasurer/Director

Ubaldo Rodriguez

2450 SW 19 Terr, Miami, FL 33145
President, Vice-President, Secretary

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ARTICLE VI - DIRECTORS

The name(s) and street address of the directors(s) to these Articles of Incorporation are:

Stewer Miller

90 S.Hamton Drive ,Denver ,Co, 93112

Ubaldo Rodriguez

2450 SW 19 TERR, Miami, FL 33145

The undersigned incorporate have executed these Articles of Incorporation this 1st day September of 2002.

SIGNATURE:

DATE:


9-1-02

CERTIFICATE OF DESIGNATION REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the Undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

The name of the corporation is: **Pharmacy Network Distributors Group, Inc.**

The name(s) and address(s) of the registered agent and office is:

Ubaldo Rodriguez
(name)

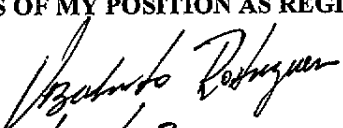
2450 SW 19 Terr
(Address)

Miami , Florida 33145
(City/State/Zip)

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.

SIGNATURE:

DATE:


09/01/02

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