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LAW OFFICES
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE (305) 673-9992
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September 20, 2002

Department of State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

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*****78.75 *****78.75

Re: Incorporation of
CAN-MED RX INC.

Dear Sir or Madam:

Enclosed please find the following document and check for the filing of the above-named Florida corporation for profit:

1. Articles of Incorporation, which contains Designating Resident Agent and Acceptance of Agent.
2. Check No. 2758 of GEORGE J. ALBOUM, Attorney at Law Trust Account, in the amount of \$78.75 , in payment of:

a. Filing Fee	\$35.00
b. Certificate Designating Resident Agent	\$35.00
c. Certified Copy of Charter.	8.75
	<u>\$78.75</u>

Also enclosed please find a self-addressed and stamped return envelope, for transmission of the Certified Copy of Charter.

Very truly yours,


George J. Alboum

GJA:mtf
Enclosures

9-30-02
6

ARTICLES OF INCORPORATION

OF

CAN-MED RX INC.

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I.

The name of this corporation shall be:

CAN-MED RX INC.

ARTICLE II.

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, viz:

a. PURCHASE AND SALE OF MEDICATIONS:

b. To purchase or otherwise acquire, hold and deal in real and personal property and any interest therein; and to establish and carry on any business which may seem calculated to enhance the value of the property or rights of the corporation or to facilitate the disposition thereof; to subdivide, sell, improve, manage, develop, lease, mortgage, dispose, turn to account, or otherwise deal with all or any part of such property.

c. To advance or lend money upon such terms as may be arranged to guarantee the payment of mortgages and securities traded in by the corporation.

d. To carry on a general real estate agency and act as a broker in the sale and purchase of property of all kinds.

e. To form, promote, and assist financially or otherwise companies, syndicates or associations of all kinds, and to give any lawful guarantee in connection therewith, or otherwise for the payment of money, or for the performance of any obligation or undertaking.

f. To become a party to any lawful agreement for sharing profits, or to any union of interest, cooperation, or mutual agreement with any person, firm or company carrying on or engaged in any business or transaction capable of being conducted so as to directly or indirectly benefit this corporation; and to lend money or to otherwise assist any such person, firm or company; and to take or otherwise acquire and hold shares of stock in or securities of any such person, firm or company; and to sell, hold, reissue or otherwise deal with such shares of stock and securities.

g. To do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or the attainment of any or all of the objects herein enumerated, or incidental to the powers herein described, which shall at any time appear conducive or expedient for the protection or benefit of the corporation, either as holders of or interested in any property or otherwise, with the powers now or hereafter conferred by the laws of the State of Florida upon corporations.

The business of the corporation is from time to time to do any one or all of the acts and things set out above, and it shall have the right to conduct its business in all of its branches in or outside the State of Florida, or in any other state, territory or dependency of the United States, or in foreign countries, it being the intention that each of the objects, purposes and powers

specified in all of the provisions of this statement of purposes shall be regarded as independent objects, purposes and powers, and to be in no manner nor to any extent limited or restricted by reference or inference by or from the terms of any clause of this statement, or any other paragraph of this Charter or Articles of Incorporation.

ARTICLE III.

The capital stock shall consist of FIVE HUNDRED (500) shares of common stock without nominal or par value.

ARTICLE IV.

The amount of capital with which this corporation shall begin business is FIVE HUNDRED (\$500.00) DOLLARS. The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business.

ARTICLE V.

The existence of this corporation shall be perpetual.

ARTICLE VI.

The initial registered street address of the principal office of this corporation is: 20 West Tropical Way
Ft. Lauderdale, Florida 33317, and its initial registered agent at such address is STUART SHELDON.

ARTICLE VII.

The number of directors of this corporation shall be not less than one (1) nor more than three (3).

ARTICLE VIII.

The names and street addresses of the first Board of Directors are:

NAMES

STUART SHELDON

STREET ADDRESSES

20 W. Tropical Way
Ft. Lauderdale, Florida 33317

ARTICLE IX.

The name and post office address of the incorporator
of this corporation is :

NAME
STUART SHELDON

POST OFFICE ADDRESS
20 W. Tropical Way
Ft. Lauderdale, Florida 33317

ARTICLE X.

Stockholders of this corporation may enter into such
stockholders' and trustees' agreements as they may see fit,
wherein and whereby such stockholders may limit their voting
rights by virtue of such stockholders' and trustees' agreements.

IN WITNESS WHEREOF, I have set my hand and my
seal and acknowledged to be filed in the Office of the Secretary
of State of Florida the foregoing Articles of Incorporation,
this 20th day of September, 2002.


STUART SHELDON (SEAL)

(SEAL)

(SEAL)

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

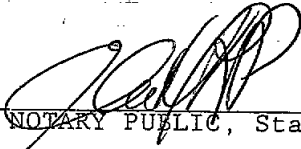
BEFORE ME, the undersigned officer, duly authorized to
administer oaths and take acknowledgments, personally appeared
STUART SHELDON,
to me well known to be the person named in and who executed

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

the foregoing Articles of Incorporation, and who acknowledged before me that he signed the same for the purposes therein stated.

WITNESS my hand and official seal at Miami Beach,
MIAMI-DADE County, Florida this 20th day of September ,
2002.

ELA RIVERO-PRETO
MY COMMISSION # CC 961098
EXPIRES: August 24, 2004
Bonded Thru Notary Public Underwriters


NOTARY PUBLIC, State of FLORIDA

My Commission expires:

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this corporation at the registered office designated in the foregoing articles of incorporation, the undersigned accepts the designation.

SIGNATURE:


STUART SHELDON
(REGISTERED AGENT)

DATE: September 20, 2002