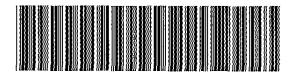
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

PRIORITY 1 PHARMACY, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: Amendment #1 - The new President, Vice President, Secretary and Treasurer of the Corporation is Lancelot James, 111 N.W. Miami Gardens Dr, Ste 110, Miami, Fl 33169, Amendment #2 - The new registered agent for the Corporation shall be Lancelot James, 111 N.W. Miami Gardens Dr, Ste 110, Miami, Fl 33169.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: July 15, 2003

FOURTH: The amendments were adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

Signed this 15th day of July 2003



Priority 1 Pharmacy, Corp.

Lancelot James Director

I hereby accept the obligations and responsibility of being the registered agent for the above referenced corporation.

Lancelot James