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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

chatty cathy discount drugs, inc.

Certificate of Status	0
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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(4)

CHATTY CATHY DISCOUNT DRUGS, INC.

ARTICLE I - NAME

The name of this corporation will be CHATTY CATHY DISCOUNT DRUGS, INC.

ARTICLE II - PURPOSE AND POWERS

The general purposes for which the corporation is initially organized shall be the transaction of any of any and all lawful business for which corporations may be organized under the Florida General Corporation Act.

ARTICLE III - STOCK

The number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock.

ARTICLE IV - TERM

This corporation will have perpetual existence.

ARTICLE V - PRINCIPAL OFFICE

The principal office of this corporation shall be located at 104 SW 1ST Street, Pompano Beach, Florida 33060

ARTICLE VI - INITIAL INCORPORATORS

The name and address of the initial incorporator of this corporation is Catherine L. Haney with an address of 104 SW 1ST Street, Pompano Beach, Florida 33060

INITIAL OFFICERS AND DIRECTORS

The initial officer and director is : CATHERINE L. HANEY

President / Director : CATHERINE L. HANEY

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ARTICLE VII - REGISTERED AGENT AND OFFICE

The registered agent and street address of the registered office of this corporation is:

RONALD E. MAGNES, ESQ.
800 SE 3RD Avenue Suite # 300
Fort Lauderdale, Florida 33316

IN WITNESS WHEREOF, the undersigned as Incorporator, has executed the foregoing Articles of Incorporation this 27TH day of January, 2003

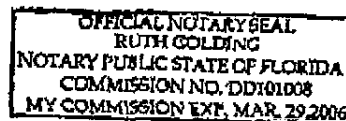

CATHERINE L. HANEY

STATE OF FLORIDA)
 ss:
COUNTY OF BROWARD)

The foregoing Articles of Incorporation was executed and acknowledged before me by CATHERINE L. HANEY who is personally known to me or who produced a Florida drivers license numbered H500-132-54-867-0 as photo identification and who did/did not take an oath, on the 27TH day of January, 2003


NOTARY PUBLIC STATE OF FLORIDA

PREPARED BY:
RONALD E. MAGNES, ESQ.
800 SE 3RD Avenue
Suite # 300
Fort Lauderdale, Florida 33316
Tel.: (954) 763-2122
Fax.: (954) 462-0128
Fla. Bar # 0049652



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CLERK OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE ACCEPTING APPOINTMENT AS REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:
CHATTY CATHY DISCOUNT DRUGS, INC. desiring to organize under the laws of the
State of Florida with its principal office located at 104 SW 1st Street, Pompano Beach,
Florida 33060 has named RONALD E. MAGNES whose address is 800 SE 3RD Avenue,
Suite # 300, Fort Lauderdale, Florida 33316 as its agent to accept service of process within
the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above corporation, at the place
designated in this certificate, the undersigned agrees to act in this capacity, and agrees to
comply with the provisions of Florida law relative to keeping the designated office open.



 RONALD E. MAGNES

Dated: January 27, 2003

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