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: CORPORATE KITS_DIRECT, INC. Account Name

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BASIC AMENDMENT

PHARMACY DIRECT, INC.

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October 15, 2003

PHARMACY DIRECT, INC. 3636 SW 87TH AVE MIAMI, FL 33165

SUBJECT: PHARMACY DIRECT, INC.

REF: P03000028018

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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Teresa Brown Document Specialist FAX Aud. #: H03000297435 Letter Number: 003A00056352

ARTICLES OF AMENDMENT

OF

PHARMACY DIRECT, INC.

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

FIRST:

Amendment adopted: CHANGE OF ARTICLE NO. VI

The Board of Directors shall be composed by two (2) persons, whose names and addresses are:

Milton Ares

4750 NW 7th ST Miami, FL 33126

Barbaro J. Cabrera

4750 NW 7th ST Miami, FL 33126

- SECOND: Amendment adopted: CHANGE OF ARTICLE NO. V

The name and street address of the Registered Agent of this corporation shall be

Barbaro J. Cabrera 4750 NW 7th ST Miami, FL 33126

The principal office and mailing address shall be:

4750 NW 7th ST Miami, FL 33126

THIRD:

The date for this Amendment adoption shall be October 15th 2003.

Resting Articles of Incorporation will remain unaltered.

FOURTH: The Board of Directors approved the amendments adopted. The number of votes cast for this amendment were sufficient for approval and shareholder action was not required.

Signed this 15th day of October, 2003.

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the law of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The Name of the Corporation is:

Pharmacy Direct, Inc.

2. The name and address of the Registered Agent and office is:

Barbaro J. Cabrera 4750 NW 7th ST Miami, FL 33126

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: 2

arbaro J.Cabrera

DATE

16/10