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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9-17-03  
*[Signature]*

PHILIP MEDVIN  
ATTORNEY AT LAW  
4112 AURORA STREET  
CORAL GABLES, FLORIDA 33146

Telephone (305) 448-3302  
Facsimile (305) 448-1750

September 11, 2003

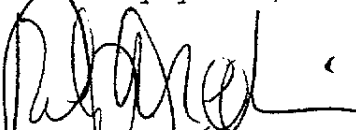
Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Rxsell, Inc.

Dear Sirs:

Enclosed please find my trust account check payable to the Dept. of State in the amount of \$78.75 being incorporation fee for the referenced corporation. Also enclosed is the Certificate of Incorporation, the Designation of Registered Agent and Acceptance of Designation for filing. When all items have been filed in the records of your office, kindly send me notification of same along with the corporation identification number for subject corporation, and a copy of the Certificate of Incorporation as filed.

Sincerely yours,



PHILIP MEDVIN

PM:id  
Encls. (as indicated)

CERTIFICATE OF INCORPORATION

OF  
Rsell, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA.

THE UNDERSIGNED do hereby associate themselves and their successors and assigns together for the purpose of becoming incorporated under the laws of the State of Florida, and forming a corporation with the following proposed Charter.

ARTICLE ONE

The name of this Corporation shall be :

Rsell, INC.

having its principal place of business at:

701 N.W. 57th Avenue, Suite 240  
Miami, FL 33126

ARTICLE TWO

The general nature of this corporation is such that it shall engage in activities of the following nature in the State of Florida and all other states of the United States of America, including Hawaii, Puerto Rico and Alaska, as their respective laws may permit and require, as follows:

a.) To organize, own, and operate Pharmacies, including Community Pharmacies, Institutional Pharmacies, Nuclear Pharmacies, Special Pharmacies, and every other organizational description of pharmaceutical dispensing and distribution centers as permitted, defined, and required by CHAPTERS 607 and 465 of the FLORIDA STATUTES, governing the formulation of corporations and the practice of Pharmacy in the State of Florida, and all other pertinent Laws

and Statutes in the several locations and jurisdictions in which this corporation may choose to operate.

b.) To provide management of all entities created, in their respective business and services relationships with independent medical contractors, governmental regulatory agencies insurance contractors, medicare and medicaid agencies Federal, State, and Municipal governmental agencies, participating and engaged in qualifying, funding and maintaining patient care services, activities, and general medical nursing and physician care provider services; nursing homes, retirement homes, group care and assisted housing/living facilities; insurance companies and their designated subsidiaries engaged in such activities, and medical co-operatives composed of individual patient units organized into a single unit entities to maximize medical and physician services, at organizational efficiency and cost;

c.) To provide pharmaceutical management to all medical services entities and consortiums of medical services entities, in initiating financial structuring to secure capital sufficient to maximize all medical and physician care services products, at the greatest efficiency and minimal cost to participating patient units, including negotiations with the S.E.C. and other regulatory agencies having the power to grant authority for Public Stock Issue Offerings to the public, for any such entities as aforementioned;

d.) To do and pursue any and all other activities permitted to be done by a corporation organized for profit in the State of Florida, and in all other jurisdictions in which this corporation

shall be admitted and licensed ~~to~~ do business, in accordance with and subject to the respective laws of said jurisdictions.

#### ARTICLE THREE

The capital of this corporation shall consist of 100 shares of no par value common stock, which stock shall be non-assessable and the whole or any part of said capital stock may be paid for in cash or may be issued by the Board of Directors for property, labor or services at a valuation to be fixed by the Board of Directors at a meeting to be called for such purpose.

#### ARTICLE FOUR

The corporation will begin business with capital of not less than ONE THOUSAND (\$1,000.00) Dollars.

#### ARTICLE FIVE

This corporation shall have perpetual existence, except that the same may be dissolved, as provided by law.

#### ARTICLE SIX

The principal place for the transaction of the business shall be at: 701 N.W. 57th Avenue, Suite 240, Miami, FL 33126.

#### ARTICLE SEVEN

The corporation shall initially have a Board of Directors of three (3) director(s), which can be increased to not more than eight (8) Directors. The number of Directors for each year may be determined by the stockholders at their annual meeting, or may be fixed by the by-laws.

ARTICLE EIGHT

The officers by whom the business of said corporation shall be conducted, shall be a President, who shall be a Director, one or more Vice Presidents, a Secretary and a Treasurer, and such Assistant Secretaries, and Assistant Treasurers, and other officers, agents, and factors as may be chosen in such manner, hold their offices for such terms, and have powers and duties as may be prescribed by the by-laws or determined by the Board of Directors. All such offices may be held by a single person, should the Board of Directors so direct at any meeting and election.

The names and post office addresses of the officers and first Board of Directors, who shall conduct the business of the corporation until their successors elected at the first meeting shall be qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Victor Behar	701 NW 57th Ave. Suite 240 Miami, FL 33126e	President/Treasurer/ Director & Chief Executive Officer
Sebastian Ponceliz	14861 Enclave Preserve Circ. T3 Delray Beach, FL 33484	Director/ & Chief Purchasing Officer
Nuno Pais	721 Crandon Boulevard #307 Key Biscayne, FL 33149	Director/Secretary, & Chief Operating Officer

ARTICLE NINE

The names and post office addresses of each subscriber to these Articles of Incorporation with the amount of stock agreed to be taken by each, is as follows:

<u>NAME</u>	<u>ADDRESSES</u>	<u>NO. OF SHARES</u>	<u>VALUE</u>
Victor Behar	701 NW 57th Avenue Suite 240 Miami, FL 33126	55	\$ 555.00
Sebastian Ponceliz	14861 Enclave Preserve Cir. T3 Delray Beach, FL 33484	22-1/2	225.00
Nuno Pais	721 Crandon Blvd. #307 Key Biscayne, FL 33149	22-1/2	225.00

Initial Capital and Total Value \$1,000.00

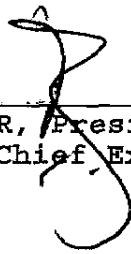
ARTICLE TEN

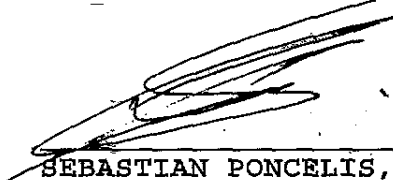
The Directors and Officers shall be elected by the stockholders at their annual meeting, which will be held at the principal office of the corporation, or at such other place as may be provided by the by-laws or may otherwise be agreed upon; and the annual Directors' meeting shall be held immediately after the adjournment of the annual stockholders' meeting.


ARTICLE ELEVEN

There shall be no limitation of indebtedness or liability to which said corporation can at any time subject itself.

IN WITNESS WHEREOF, we, the undersigned have hereunto subscribed our names and affixed our seals at Coral Gables, Miami-Dade County, State of Florida, this 11<sup>th</sup> day of September 2003

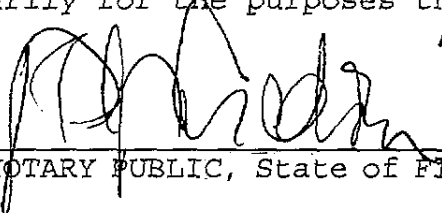
  
 VICTOR BEHAR, President/Treasurer  
 Director & Chief Executive Officer

  
SEBASTIAN PONCELIS, Director &  
Chief Purchasing Officer

  
NUNO PAIS, Director & Chief  
Operating Officer

STATE OF FLORIDA )  
MIAMI-DADE COUNTY )

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements under the laws of the State of Florida, VICTOR BEHAR, SEBASTIAN PONCELIS, and NUNO PAIS, to me well known to be the persons described in and who executed the foregoing Certificate of Incorporation, and they acknowledged before me, that they executed the same freely and voluntarily for the purposes therein expressed. 9/11/2003

  
NOTARY PUBLIC, State of Florida

My Commission Expires



Philip Madvin  
MY COMMISSION # DD169416 EXPIRES  
January 18, 2007  
BONDED THRU TROY FAIN INSURANCE, INC.





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DESIGNATION OF REGISTERED AGENT

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OF

Rsell, INC.

1. The main office and principal place of business of this corporation is:


701 NW 57th Avenue  
Suite 240  
Miami, FL 33186

2. The registered office of this corporation is:

4112 Aurora Street  
Coral Gables, FL 33146

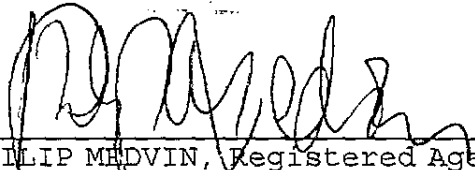
3. The Registered Agent of this corporation upon whom service of process may be had is:

PHILIP MEDVIN, ESQ.  
4112 Aurora St  
Coral Gables, FL 33146

  
\_\_\_\_\_  
VICTOR BEHAR, President/Treasurer  
and Chief Executive Officer  
and Operating Officer

ACCEPTANCE OF DESIGNATION  
AS RESIDENT AGENT FOR SERVICE OF PROCESS

THE UNDERSIGNED AGENT designated by the Rsell, Inc.,  
to accept process of Service on its behalf does hereby accept  
such appointment as Registered Agent pursuant to F.S. 607.037 and  
states that he is familiar with, and accepts the obligations  
provided for in F.S. 607.325.

  
\_\_\_\_\_  
PHILIP MEDVIN, Registered Agent