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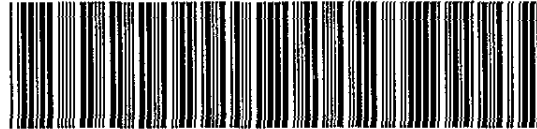
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7/13/12/04

TOWNSEND & BRANNON
ATTORNEYS AND COUNSELORS AT LAW
608 W. HORATIO STREET
TAMPA, FLORIDA 33606-2228

ANITA C. BRANNON
DAVID A. TOWNSEND

TELEPHONE (813) 254-0088
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Writer's E MAIL address:
anita@townsendbrannon.com

February 23, 2004

VIA OVERNIGHT MAIL

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Articles of Organization for **MedsWorldwide, Inc.**

Dear Sir/Madam:

Please find enclosed an original and a copy of the Articles of Incorporation for filing with the Secretary of State.

Also enclosed is our check in the amount of \$70.00 for the appropriate filing fee. Please return to our office a copy of the Articles.

Thank you in advance for your kind and prompt attention to this matter.

Yours truly,



DAVID A. TOWNSEND

DAT/ccb

Enclosures

ARTICLES OF INCORPORATION
OF
MedsWorldwide, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of incorporation:

ARTICLE I

Name

The name of this corporation is: **MedsWorldwide, Inc.**

ARTICLE II

Terms of Existence

This corporation shall have perpetual existence.

ARTICLE III

Nature of Business

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV

Capitalization

The maximum number of shares of stock the corporation is authorized to issue is 100 shares of no par common stock.

ARTICLE V

Registered Agent and Initial Registered Office

The Registered Agent and the street address of the initial registered office of the

corporation in the State of Florida shall be:

David A. Townsend, Esquire
TOWNSEND & BRANNON
608 W. Horatio Street
Tampa, Florida 33606-2228.

ARTICLE VI

Board of Directors

The subscribers to the Capital Stock of this Corporation have agreed pursuant to *Section 607.0732(1), Florida statutes*, to eliminate a Board of Directors otherwise required under *Section 607.0801, Florida statutes*.

ARTICLE VII

Incorporator

David A. Townsend, Esquire

The name and address of incorporator of this corporation is David A. Townsend, Esquire, TOWNSEND & BRANNON, 608 W. Horatio Street, Tampa, Florida 3306-2228

ARTICLE VIII

Amendment

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX

Initial Officers

The person who will serve as Initial Officer of the Corporation until the first meeting of Shareholders is:

President and Secretary

Marilyn O'Shea

Vice President & Treasure

Marilyn O'Shea

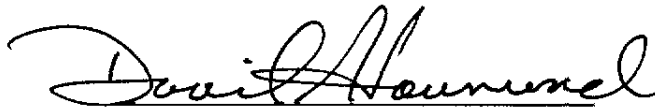
ARTICLE X

Subscribers

The subscriber to 100 of the authorized Common Stock of this Corporation is:

Marilyn O'Shea

IN WITNESS WHEREOF, the undersigned, as Incorporator executed the foregoing
Articles of Incorporation on this 23rd day of February 2004.

A handwritten signature in black ink, appearing to read "David A. Townsend", written over a horizontal line.

DAVID A. TOWNSEND
Incorporator

CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, *Florida Statutes*, the mentioned corporation, organized under the laws 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 MedsWorldwide, Inc.
2. The name and street address of the registered agent and office is:

DAVID A. TOWNSEND, ESQUIRE
Townsend & Brannon
608 West Horatio Street
Tampa, Florida 33606

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE 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.

Dated: February 23, 2004.


DAVID A. TOWNSEND