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To:

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

From:

Account Name : YOUR CAPITAL CONNECTION, INC.
Account Number : I200000000257
Phone : (850) 224-8870
Fax Number : (850) 224-7047

SECRETARY OF STATE
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FLORIDA PROFIT CORPORATION OR P.A.

US DISCOUNT PHARMACY, INC.

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6-28-04

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**ARTICLES OF INCORPORATION
OF
US DISCOUNT PHARMACY, INC.**

In compliance with the requirements of F. S. Chapter 607, the undersigned, being natural people, hereby act as Incorporators in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The Name of the Corporation ("Corporation") is US DISCOUNT PHARMACY, INC.

ARTICLE II

The existence of the corporation shall begin on June 24, 2004.

ARTICLE III

The street address of the principal office of the Corporation is 871 Cool Springs Circle, Ocoee, Florida, 34761.

ARTICLE IV

The purpose for which the corporation is organized is to conduct any and all lawful business purpose.

ARTICLE V

The maximum number of shares this Corporation is authorized to issue is 240,000 shares, par value \$0.25 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI

The Registered Agent is Michele Diglio-Benkiran, Esq. The address of the registered agent is Law Offices of Michele Diglio-Benkiran, P.A., 1999 West Colonial Drive, Suite 204, Orlando, Florida, 32804.

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ARTICLE VII

The initial Board of Directors shall consist of 2 members. This number may be increased or decreased from time to time in accordance with the Corporation's Bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial Board of Directors are:

Howard Smith
5032 Oak Tours Drive
Orlando, FL 32839

Hoang Mach
871 Cool Springs Circle
Ocoee, FL 34761

ARTICLE VIII

The names and street addresses of the person(s) signing these Articles of Incorporation are:

Howard Smith
5032 Oak Tours Drive
Orlando, FL 32839

Hoang Mach
871 Cool Springs Circle
Ocoee, FL 34761

ARTICLE IX

The corporation shall indemnify its Directors, Officers, Employees, and Agents to the fullest extent permitted by law.

ARTICLE X

The initial Officers of the Corporation are:

Howard Smith- President and Secretary
5032 Oak Tours Drive
Orlando, FL 32839

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Hoang Mach- Vice President and Treasurer
871 Cool Springs Circle
Ocoee, FL 34761

The undersigned Incorporators have executed these Articles of Incorporation on June 24, 2004.


Howard M. Smith Date 6/24/04


Hoang Mach Date 6/29/04

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CAPITAL CONNECTION

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**CERTIFICATE OF DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT
AND REGISTERED OFFICE**

Having been named to accept service of process for US Discount Drugs, Inc., Michele Diglio-Benkiran, Esq. has been designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position under F.S. 607.0501(3).

The name and address of the registered agent and office is:

Michele Diglio-Benkiran, Esq.
Law Offices of Michele Diglio-Benkiran, P.A.
1999 West Colonial Drive, Ste. 204
Orlando, FL 32804

Michele Diglio-Benkiran 6/24/04
Michele Diglio-Benkiran Date

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