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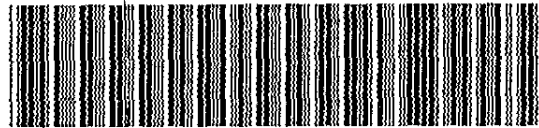
(Business Entity Name)

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2004 AUG 17 A 10:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]
8/17/✓

TRANSMITTAL LETTER

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

SUBJECT: TWENTY FIRST CENTURY PHARMACY, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Aland Pierre-CANEL, CPA, PA
Name (Printed or typed)

P.O. Box 370305
Address

Miami, FL 33137
City, State & Zip

(305) 892-8565
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
TWENTY FIRST CENTURY PHARMACY, INC.**

The undersigned incorporators hereby form a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation is **TWENTY FIRST CENTURY PHARMACY, INC.**

ARTICLE II. NATURE OF BUSINESS

This corporation shall engage mainly in providing pharmaceutical care, including, but not limited to counseling, dispensing medication. It shall also engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. PRINCIPAL OFFICE

The address of the principal office of this corporation is:

*8610 Sherman Circle North #103
Miramar, FL 33025*

ARTICLE IV. INCORPORATOR

The name and mailing address of the incorporator of this corporation are:

*Aland Pierre-Canel, CPA
P.O. Box 370305
Miami, FL 33137*

ARTICLE V. BOARD OF DIRECTORS

The name and address of the initial member of the board of directors of the Corporation shall be:

Chairman: Marc C. Mesadieu
 8610 Sherman Circle North #103
 Miramar, FL 33025

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TALLAHASSEE, FLORIDA

ARTICLE VI CORPORATE CAPITALIZATION

- 6.1 The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) shares of common stock, each share having a par value of ONE DOLLAR (\$1.00).
- 6.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which shareholders have the right to vote.
- 6.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.
- 6.4 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 6.5 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify any un-issued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE VII POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable laws or these Articles of Incorporation.

ARTICLE VIII TERMS OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE IX TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE X REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation shall be:

8610 Sherman Circle North #103

Miramar, FL 33025

The name of the initial registered agent of the Corporation is Dr. Marc C. Mesadieu

ARTICLE XI. BY LAWS

The Board of Directors (s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE XII. SHAREHOLDERS

The name of the initial shareholder of the corporation is:

Marc C. Mesadieu

ARTICLE XIII EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XIV. AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment thereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all the rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE XV. SHAREHOLDERS' RESTRICTIVE AGREEMENT

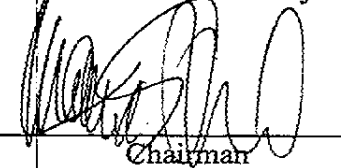
All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the right of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of Shareholders Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE XVI. PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledge and file the foregoing Articles of Incorporation under the laws of the State of Florida this day of July 29th, 2004.

Dr. Marc C. Mesadieu


Chairman

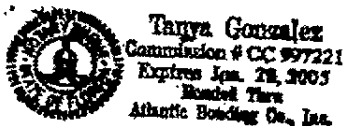
STATE OF FLORIDA)

COUNTY OF)

The foregoing Articles of Incorporation of TWENTY FIRST CENTURY PHARMACY, INC. were acknowledged before me this 11th day of August 2004 by the above-mentioned individuals who are personally known to me or have produced identification and upon oath have acknowledged being such.


NOTARY PUBLIC

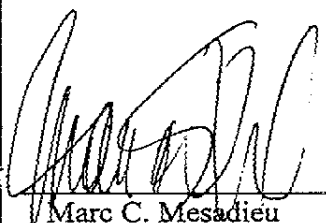
My commission expires:



ACKNOWLEDGEMENT OF REGISTERED AGENT

Marc C. Mesadieu having a business office located at 8610 Sherman Circle North #103, Miramar, FL 33025 which is the address of the registered office, and having been designated the Registered Agent in the above and foregoing Articles of Incorporation is familiar with and accepts the obligation of the position of Registered Agent under Section 607.0505, Florida Statutes.

BY



Marc C. Mesadieu

Date: 8/9/2004

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2004 AUG 17 A 12 46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA