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TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

All Star Pharmacies, Inc.

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**ARTICLES OF INCORPORATION
OF
ALL STAR PHARMACIES, INC.**

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of ALL STAR PHARMACIES, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is ALL STAR PHARMACIES, INC. (the "Corporation").

ARTICLE II. ADDRESS

The principal office and the mailing address of the Corporation is:

2267 Malachite Drive.
Lakeland, FL 33801

ARTICLE III. REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Corporation is 701 Brickell Ave., Suite 3000, Miami, Florida 33131 and the name of the Corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having \$0.01 par value per share.

ARTICLE V. INCORPORATOR

The name and street address of the incorporator is:

Phyllis L. Shuster
c/o Holland & Knight LLP
701 Brickell Ave. Suite 3000
Miami, Florida 33131

JUL 27 2006 11:31 AM FR HOLLAND & KNIGHT

TO 27455#888060#1#9 P.03

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IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal this 26th day of July, 2006.

A handwritten signature in cursive script, appearing to read "Phyllis L. Shuster", written over a horizontal line.

Phyllis L. Shuster
Sole Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for ALL STAR PHARMACIES, INC. to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 27th day of July, 2006.

INTRASTATE REGISTERED AGENT
CORPORATION

By: Frances Gail Faigenblat
Frances Gail Faigenblat, Vice President

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