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(Business Entity Name)

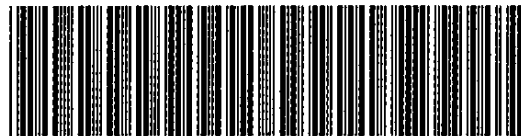
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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206-4577

SETH E. ELLIS, P.A.

Attorneys & Counselors At Law

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♦ LL.M. IN ESTATE PLANNING
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‡ ONLY ADMITTED IN MARYLAND
AND U.S. TAX COURT

Boca Raton, Florida
Miami, Florida
Plymouth, Massachusetts

Therrel Baisden, P.A.
Of Counsel

September 20, 2006

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Via Federal Express

Re: RX HEALTH ASSOCIATES, INC.

Dear Sir or Madam:

Please find enclosed for processing an original and a photocopy of the Articles of Incorporation for RX HEALTH ASSOCIATES, INC. Please file the original Articles, stamp the photocopy as "Filed," and return the copy to our office in the enclosed envelope. Our Firm's check in the amount of \$78.75, representing payment of the filing fee for the above-referenced Articles of Incorporation, is also enclosed.

Thank you for your assistance with this matter. Should you have any questions regarding the foregoing, please do not hesitate to contact me.

Very truly yours,

LAW OFFICES OF SETH E. ELLIS, P.A.



Debbie Himelblau
Paralegal

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND U.S. TAX COURT

Boca Raton, Florida
Miami, Florida
Plymouth, Massachusetts

Therrel Baisden, P.A.
Of Counsel

September 25, 2006

Florida Department of State
Division of Corporations
Clifton Building
Attn: Tammy Hampton
Document Specialist, New Filings
2661 Executive Center Circle
Tallahassee, FL 32301

Re: RX HEALTH ASSOCIATES, INC.

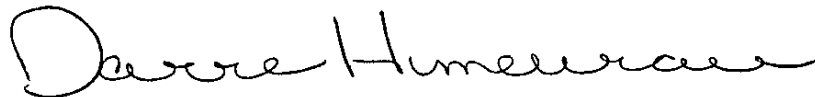
Dear Ms. Hampton:

In accordance with your correspondence dated September 21, 2005, a copy of which is enclosed for your reference, we are herein re-submitting the Articles of Incorporation for RX Health Associates, Inc. which have been revised to reflect the correct principal place of business on page 3. Please file the original Articles, and return a certified copy of same to our office in the enclosed envelope.

Thank you for your assistance with this matter. Should you have any questions regarding the foregoing, please do not hesitate to contact me.

Very truly yours,

LAW OFFICES OF SETH E. ELLIS, P.A.



Debbie Himmelblau
Paralegal

Enclosures

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 21, 2006

DEBBIE HIMELBLAU, PARALEGAL
SETH E ELLIS, P.A.
2385 EXECUTIVE CENTER DR - STE 190
BOCA RATON, FL 33431

SUBJECT: RX HEALTH ASSOCIATES, INC.
Ref. Number: W06000041577

We have received your document for RX HEALTH ASSOCIATES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please check the principal place of business, you list in article II the address of 1525 Lantana Port, Weston, FL 33326 and on the last page of your articles you list the principal office address as law offices of Seth E Ellis, PA, 2385 Executive Dr, Ste 190, Boca Raton, FL 33431.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton
Document Specialist
New Filing Section

Letter Number: 206A00056626

**ARTICLES OF INCORPORATION
OF
RX HEALTH ASSOCIATES, INC.**

**ARTICLE I
Name**

The name of the corporation is **RX HEALTH ASSOCIATES, INC.**

**ARTICLE II
Principal Office**

The principal place of business / mailing address of the corporation is 1525 Lantana Port, Weston, FL 33326.

**ARTICLE III
Duration**

This corporation shall have a perpetual existence, unless dissolved according to law, commencing on the date of filing of these Articles with the Florida Department of State.

**ARTICLE IV
Purpose**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE V
Capital Stock**

This corporation is authorized to issue ONE THOUSAND (1,000) shares of ONE AND NO/100 DOLLARS (\$1.00) par value common stock, which shall be designated "Common Shares."

**ARTICLE VI
Initial Registered Office and Agent**

The street address of the registered office of this corporation is Law Offices of Seth E. Ellis, P.A., 2385 Executive Center Drive, Suite 190, Boca Raton, Florida 33431, and the name of the initial registered agent of this corporation at that address is Seth E. Ellis, Esq.

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TALLAHASSEE, FLORIDA

ARTICLE VII
Initial Board of Directors


This corporation shall initially have one (1) director. The number of directors may be increased or decreased from time to time by the By-laws, but shall never be less than ONE (1). The name and address of the initial director of this corporation is:

Michael Oshins
1525 Lantana Port
Weston, FL 33326

ARTICLE VIII
Incorporator

The name and address of the person signing these Articles is Seth E. Ellis, Esq., Seth E. Ellis, P.A., 2385 Executive Center Drive, Suite 190, Boca Raton, Florida 33431.

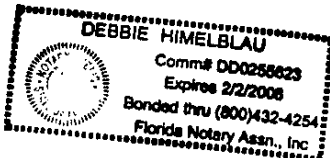
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 19th day of September, 2006.

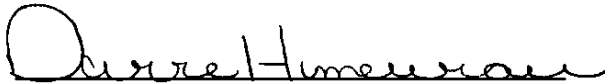


SETH E. ELLIS, ESQ.
Incorporator

STATE OF FLORIDA)
)SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 19th day of September, 2006, by SETH E. ELLIS, ESQ., who is personally known to me or who has produced _____ as identification.





Notary Public - State of Florida

[NOTARY STAMP]

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

RX HEALTH ASSOCIATES, INC.

In pursuance of the Florida Statutes, the following is submitted, in compliance with said Act:

First--that **RX HEALTH ASSOCIATES, INC.**, desiring to organize under the laws of the State of Florida with its principal office at 1525 Lantana Port, Weston, FL 33326, has named Seth E. Ellis, Esq., located at 2385 Executive Center Drive, Suite 190, Boca Raton, Florida 33431, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



SETH E. ELLIS, ESQ.

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TALLAHASSEE, FLORIDA