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Division of Corporations Page 1 of 1
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FLORIDA PROFIT/NON PROFIT CORPORATION

AMERICAN APOTHECARY OF QUAILROOST, INC.

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**ARTICLES OF INCORPORATION
OF
AMERICAN APOTHECARY OF QUAILROOST, INC.**

THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF INCORPORATION, A NATURAL PERSON COMPETENT TO CONTRACT, HEREBY ORGANIZES AND INCORPORATES A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I. NAME

THE NAME OF THE CORPORATION IS AMERICAN APOTHECARY OF QUAILROOST, INC.

ARTICLE II PRINCIPAL OFFICE

THE MAILING ADDRESS OF THE CORPORATION SHALL BE:

18710 SW 107TH AVENUE; UNIT #28
MIAMI, FLORIDA 33157

ARTICLE III. PURPOSE

THIS CORPORATION MAY ENGAGE IN THE TRANSACTION OF ANY OR ALL LAWFULL BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE IV- CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS 100 SHARES OF COMMON STOCK HAVING NOMINAL OR PAR VALUE OF \$1.00 PER SHARE.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS 18710 SW 107TH AVENUE; UNIT #28; MIAMI, FLORIDA 33157 AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THE ADDRESS IS CLAUDIA ZULOAGA.

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ARTICLE VI. INITIAL BOARD OF DIRECTORS

THE CORPORATION SHALL HAVE INITIALLY HAVE FOUR DIRECTORS TO HOLD OFFICE UNTIL THE FIRST ANNUAL MEETING OF STOCKHOLDERS AND HIS SUCCESSOR SHALL HAVE BEEN DULY EXECUTED AND QULIFIED, OR UNTIL HIS EARLIER RESIGNATION, REMOVAL FROM OFFICE OR DEATH. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DECREASED FROM TIME TO TIME IN ACCORDANCE WITH THE BY-LAWS OF THE CORPORATION. THE NAME AND ADDRESS OF THE INTIAL DIRECTORS IS:

| | |
|------------------------------------|--|
| PRESIDENT - CLAUDIA ZULOAGA | 20641 SW 130 COURT MIAMI, FLORIDA 33177 |
| VICE-PRESIDENT - MIGUEL A. ZULOAGA | 20641 SW 130 COURT MIAMI, FLORIDA 33177 |
| SECRETARY - CLAUDIA ZULOAGA | 20641 SW 130 COURT MIAMI, FLORIDA 33177 |
| TREASURER - MIGUEL A. ZULOAGA | 20641 SW 130 COURT MIAMI, FLORIDA 33177 |

ARTICLE VII. INCORPORATOR

THE NAME AND ADDRESS OF THE INCORPORATOR SIGNING THESE ARTICLES IS:

CLAUDIA ZULOAGA
20641 SW 130 COURT
MIAMI, FLORIDA 33177

ARTICLE VII. PRE-EMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION SHALL HAVE THE RIGHT TO PURCHASE HIS PRORATA SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IS OFFERED TO OTHERS.

ARTICLE IX. INDEMNIFICATION

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THE CORPORATION SHALL INDEMNIFY ANY OFFICERS, OR ANY FORMER OFFICER OR DIRECTOR, TO THE FULL EXTENT PERMITTED BY LAW.

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY IT TO THE STOCKHOLDERS AND APPROVED AT THE STOKHOLDERS MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL THE DIRECTORS AND ALL THE STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLES OF INCORPORATION BE MADE.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION ON THE DATE OF SIGNING.

DATED 2-23-07

BY CLAUDIA ZULOAGA

Claudia Zuloaga
INCORPORATOR

ARTICLE X. AMENDMENTS

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

IN COMPLIANCE WITH SECTION 307.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT FROM AMERICAN APOTHECARY OF QUIALROOST, INC, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED CLAUDIA ZULOAGA, 18710 SW 107 AVENUE; UNIT 28; MIAMI, FLORIDA 33157. AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

DATED: 2-23-07

Claudia Zuloaga
BY CLAUDIA ZULOAGA

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATIVE 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: 2-23-07

Claudia Zulaga
BY CLAUDIA ZULAGA

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