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January 11, 1999

VIA FEDEX

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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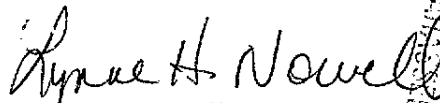
Re: Palm Beach Pharmacy, Inc.

Dear Sir/Madam:

Enclosed for filing are Amended and Restated Articles of Incorporation for Palm Beach Pharmacy, Inc. Please forward to us a certified copy of the articles and a certificate of status. Check number 168 in the amount of \$52.50 is enclosed to pay filing fees, certified copy charges and the fee for the certificate of status.

Thank you for your assistance. Please call if you have any questions concerning the foregoing.

Sincerely,



Lynne H. Nowell
for DUANE, MORRIS & HECKSCHER LLP

LHN:JKP
Encl.

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99 JAN 12
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Arstuck

JAN 12 1999

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PALM BEACH PHARMACY, INC.**

99 JAN 12 PM 1:13
FILED
SECRETARY OF STATE
TALLAHASSEE, FL 32303

Pursuant to Section 607.1007 of the Florida Business Corporation Act, PALM BEACH PHARMACY, INC., a Florida corporation (the "Corporation"), certifies that:

1. The name of the Corporation is PALM BEACH PHARMACY, INC.
2. The original Articles of Incorporation of the Corporation were filed with the Department of State on April 24, 1996.
3. The Amended and Restated Articles of Incorporation were duly adopted by the Corporation's Board of Directors on November 16, 1998.
4. The Amended and Restated Articles of Incorporation were duly adopted and approved by the shareholders and Board of Directors of the Corporation by unanimous written consent in lieu of meeting. The vote by the shareholders cast in favor of the Amended and Restated Articles was sufficient for approval.
5. The Amended and Restated Articles of Incorporation shall be effective as of the date of filing same with the Florida Department of State.
6. The Articles of Incorporation of the Corporation are amended and restated as set forth on Exhibit A to this Certificate.

PALM BEACH PHARMACY, INC.

By: _____

HUBERT G. PHIPPS, CHAIRMAN OF THE BOARD

EXHIBIT "A"
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PALM BEACH PHARMACY, INC.

ARTICLE 1.

The name of the Corporation is PALM BEACH PHARMACY, INC.

ARTICLE 2.

The principal office/mailing address of the Corporation is:

2011 North Flagler Drive
West Palm Beach, Florida 33407

ARTICLE 3.

The existence of the Corporation shall continue upon the filing of these Amended and Restated Articles of Incorporation and shall be perpetual.

ARTICLE 4.

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE 5.

The aggregate number of shares which the Corporation shall have authority to issue is 10,000,000 shares, consisting of:

- I. 6,000,000 shares of Common Stock, \$.001 par value per share; and
- II. 4,000,000 shares divided into Class B Common Stock, \$.001 par value per share, and Class C Common Stock, \$.001 par value per share.

A description of the rights, voting powers, preferences, qualifications and restrictions granted to or imposed upon the shares of each class is as follows:

(1) Voting Rights. Except as otherwise required by law, holders of Common Stock and Class B Common Stock shall be entitled to one vote per share, and holders of Class C Common Stock shall be entitled to one-half vote per share, voting together as a single class; and such holders shall not be entitled to vote as separate classes.

(2) Ownership and Conversion. Shares of Class B Common Stock may only be held by Hubert G. Phipps. Upon any sale, assignment, transfer or other disposition (whether or not for value) of Class B Common Stock (including, without limitation, transfers by operation of law), the shares of Class B Common Stock so transferred automatically shall be converted into a like number of shares of Class C Common Stock without any action on the part of the holder thereof.

(3) Other Right Identical. Except as otherwise provided in subparts (1) and (2) above, the rights of the holders of the Common Stock, Class B Common Stock and Class C Common Stock, including rights to distribution and to liquidation proceeds, shall be identical in all respects.

ARTICLE 6.

The registered agent and street address of the registered office of the Corporation is:

Hubert G. Phipps
2011 North Flagler Drive
West Palm Beach, Florida 33407

ARTICLE 7.

The name and address of the incorporator of the Corporation is:

Hubert G. Phipps
2011 North Flagler Drive
West Palm Beach, Florida 33407

ARTICLE 8.

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the Corporation, but shall not be less than one.

ARTICLE 9.

The Corporation elects to have preemptive rights.