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June 11, 1996

WILLIAM H. MECKS
B. ALAN DOBBINS III
CHRISTOPHER D. NILES
DONALD R. NILES, OF COUNSEL

STREET ADDRESS:
2601 EAST OAKLAND PARK BOULEVARD
SUITE 400
FORT LAUDERDALE, FL 33306

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

Re: ECKERT'S PHARMACY, INC.

100001861801
-06/14/96--01020--001
****122.50 ****122.50

Gentlemen:

Enclosed you will find an original and one copy of the Articles of Incorporation for the above referenced corporation. Please file the original Articles, and return one certified copy to the undersigned. Also enclosed is our trust account check for \$122.50 which represents as follows:

Filing fee	\$ 35.00
Registered Agent fee	35.00
Certified copy	<u>52.50</u>
Total	\$122.50

Thank you for your assistance.

Very truly yours,

Chris Niles

CHRISTOPHER D. NILES
For the Firm

CDN/vk
Enclosures

JUN 14 1996

BSB

FILED
96 JUN 13 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ECKERT'S PHARMACY, INC.

FILED
96 JUN 13 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation is ECKERT'S PHARMACY, INC., whose mailing address is 1616 S. Cypress Road, Pompano Beach, FL 33060.

ARTICLE II
DURATION

This corporation shall have perpetual existence and these Articles are effective upon filing.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 7,500 shares at \$1.00 par value common stock.

ARTICLE V
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1616 S. Cypress Road, Pompano Beach, FL 33060, and the name of the initial registered agent of this corporation at that address is Robert Eckert. The undersigned is familiar with and accepts the duties of registered agent pursuant to Florida Statute 607.325.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have one Director(s) initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial Director(s) of this corporation are:

Robert Eckert
1616 S. Cypress Road
Pompano Beach, FL 33060

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles are:

Robert Eckert
1616 S. Cypress Road, Pompano Beach, FL 33060

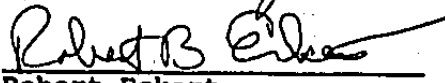
ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14th day of June, 1996.


Robert Eckert
Subscriber and as
Registered Agent

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have one Director(s) initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial Director(s) of this corporation are:

Robert Eckert
1616 S. Cypress Road
Pompano Beach, FL 33060

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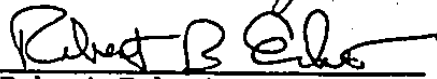
ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11th day of June, 1996.


Robert Eckert
Subscriber and as
Registered Agent