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SAMUEL J. CANTOR, P.A.

ATTORNEY AT LAW

1480 W. PALMETTO PARK ROAD, SUITE 485

BOCA RATON, FLORIDA 33486

(407) 361-0830

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SAMUEL J. CANTOR*

*ALSO MEMBER OF PENNSYLVANIA BAR

July 9, 1996

State of Florida
Secretary of State
Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

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-07/12/96--01093--017
****122.50 ****122.50

Re: WITH PHARMACY, INC.

Gentlemen:

Enclosed please find the following in connection with the above-captioned filing:

1. An original and a xerox copy of the Articles of Incorporation of WITH PHARMACY, INC.
2. The Firm's check in the amount of \$122.50 in payment for the following:

(a) Filing Fee in the amount of	\$ 35.00
(b) Certified Copy in the amount of	35.00
(c) Resident Agent Designation in the amount of	<u>52.50</u>

TOTAL \$122.50
3. A Certificate Designating Resident Agent.

Please file the original in your office and return the certified copy to this office in the self-addressed envelope at your earliest convenience.

Very truly yours,


Samuel J. Cantor

SJC:jac
Enclosures

JUL 15 1996

FILED
96JUL 12 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
BSB

ARTICLES OF INCORPORATION

WITH PHARMACY, INC.

FILED

96 JUL 12 AM 10:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Samuel J. Cantor, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of the Corporation shall be:

WITH PHARMACY, INC.

ARTICLE II

NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be ONE HUNDRED (100) shares of common stock having a par value of one (\$1.00) dollar per share.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT AND

INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered office of this Corporation in the State of Florida shall be:

SAMUEL J. CANTOR
1489 W. PALMETTO PARK ROAD, SUITE 485
BOCA RATON, FLORIDA 33486

This is also the principal office and mailing address of the Corporation.

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1). The initial Director shall be: Samuel J. Cantor, 1489 W. Palmetto Park Road, Suite 485, Boca Raton, Florida 33486.

ARTICLE VII

INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Samuel J. Cantor, 1489 W. Palmetto Park Road, Suite 485, Boca Raton, Florida 33486.

ARTICLE VIII

AMENDMENT

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 them to the Stockholders and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of:

WITH PHARMACY, INC. on this 9th day of July, 1996.


Samuel J. Cantor

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

The foregoing instrument was acknowledged before me on this 9th day of July, 1996 by Samuel J. Cantor as Incorporator.

Seal



Official Seal
JOANNE A. CAFFONE
Notary Public, State of Florida
My Comm. Expires January 29, 1998
No. CC 838867
Bonded Third Atlantic Bonding Co., Inc.


NOTARY PUBLIC AT LARGE, STATE OF FL

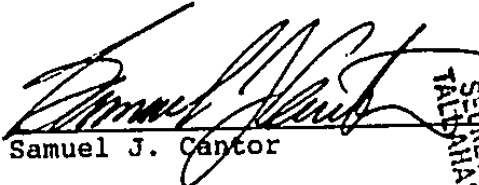
MY COMMISSION EXPIRES: 1-29-98

CERTIFICATE DESIGNATING RESIDENT AGENT
AND OFFICE FOR SERVICE OF PROCESS

WITH PHARMACY, INC. a corporation existing under the laws of the State of Florida with its principal office at 1489 W. Palmetto Park Road, Suite 485, Boca Raton, Florida 33486 has named Samuel J. Cantor whose address is 1489 W. Palmetto Park Road, Suite 485, Boca Raton, Florida 33486 as Resident Agent to accept service of process within the State of Florida.

ACCEPTANCE

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Resident Agent, and agree to comply with all applicable provisions of law.


Samuel J. Cantor

FILED
96 JUL 12 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA