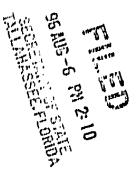
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H. DARRELL WHITE, JR.
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RIB BOUTH MONROR STREET, BUITE 600 POST OFFICE BOX R174 TALLAHABBER, FLORIDA 33310-8174

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August 6, 1996



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YIA HAND DELIVERY

Department of State Division of Corporations 409 E. Gaines St. Tallahassee, FL 32399

Re:

U.S.A. Pharmacy of Florida, Inc.

Ladies/Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation and Resident Agent Designation for U.S.A. Pharmacy of Florida, Inc., along with our firm check in the amount of \$78.75 (representing your fees for filing the Articles and Resident Agent Designation and issuance of a Certificate). Please return a stamped copy of the Articles along with the Certificate.

As our offices are located here in Tallahassee, we would like to pick up these documents and would most appreciate it if you would telephone my office at the above number when they are ready.

Thank you very much for your assistance.

Sincerely.

Charles A. Stampelos

CAS/ca

Enclosures (as noted)

ARTICLES OF INCORPORATION OF U.S.A. PHARMACY OF FLORIDA, INC.

TARITAGE SECTION OF THE SECTION OF T

The undersigned incorporator, for the purpose of forming a corporation under the Plorida. Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be: U.S.A. PHARMACY OF FLORIDA, INC.

ARTICLE II

DURATION

The duration of the corporation shall be perpetual.

ARTICLE III

INITIAL PRINCIPAL OFFICE

The street address and mailing address of the initial principal office of this corporation is 16910 Dallas Parkway, Suite 200, Dallas, Texas 75248.

ARTICLE IV

PURPOSE

The purpose of this corporation is to engage in any lawful act or activity for which porations may be organized under the Florida Business Corporation Act. The corporation shall be authorized to conduct its business or hold property in any part of the United States and its possessions and foreign countries.

ARTICLE V

SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock, each having the par value of one dollar (\$1.00).

ARTICLE VI

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: Charles A. Stampelos, 215 S. Monroe Street, Suite 600, Tallahassee, Florida 32301.

ARTICLE VII

INCORPORATOR

The name and street addresses of the sole incorporator to these Articles of Incorporation is as follows:

Charles A. Stampelos 215 S. Monroe Street Suite 600 Tallahassee, Florida 32301

THE UNDERSIGNED incorporator has executed these Articles of Incorporation this day of August, 1996.

CHARLES A. STAMPELOS, Incorporator

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the corporation is: U.S.A. PHARMACY OF FLORIDA, INC.
- 2. The name and address of the registered agent and office is:

Charles A. Stampelos 215 S. Monroe Street Suite 600 Tallahassee, Florida 32301



HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature of Registered Agent,
CHARLES A. STAMPELOS

Date: F-6-96

McParlain, Wiley, Cassedy & Jones Professional absolution

CHRISTOPHER BARKAS
MARSHALL R. CASSEDY 1616
MOGELIO FONTULA
DOUGLAS P. JONES
HAROLD R. MARDENBOROUGH, JR.
HICHARD C. MCFARLAIN
LINDA MCMULLEN
ROBERT A. MCNEELY
THOMAS J. SCHULTE, JR.
CHARLES A. STAMPELOS
H. DARRELL WHITE, JR.
WILLIAM B. WILEY

218 GOUTH MONROR BTREET, BUITE 500 POST OFFICE BOX 2174 TALLAHAGUEE, FLORIDA 32310-2174

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TELEPHONE (880) 222-2107 TELECOPIER (880) 222-8476

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YIA HAND DELIVERY

Department of State Division of Corporations 409 E. Gaines St. Tallahassee, FL 32399

Re: Change of Resident Agent

Palmetto Sub-Acute Care, Inc. U.S.A. Pharmacy of Florida, Inc.

Ladies/Gentlemen:

Please file the enclosed Statements of Change of Resident Agent for the two gorporations listed above and return a date-stamped copy. Payment for the appropriate filing fees is also enclosed.

We would appreciate it if we could have the date-stamped copies showing the filing of these forms and your letters of acknowledgment today. Please call Carol Allen at 222-2107 when these are ready and we will arrange to pick them up.

Thank you for any assistance you can render with this request.

Sincerely,

Carol Allen

CA/ Enclosures

Florida Department of State, Sandra B. Martham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

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10. The mailing	g address of the corporation is: 16910 Dallite 200, Dallas, Texas 75248	las Porkway,	_
1c. Date of inc	corporation: August 6, 1996 Document n	p96000065533	-
2. The name	and address of the current registered agent and c Charles A. Stampelos	office: SECRA	
	215 S. Monroe St.; Suite 600	HAS	17 or \$150 or \$1.00 o
	Tallahassee, Florida 32301	SEC P	
	H. Darrell White, Jr. 215 S. Monros St.; Suite 600 Tallahassee, Florida 32301		
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Division of Corporations, P.O. Box 6327, Taliahassee, FL 32314

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