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BOCA RATON, FL 33431-3607  
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ACCOUNT NO. : 072100000032

REFERENCE : 040956 6179A

AUTHORIZATION

COST LIMIT : \$122.50

ORDER DATE : August 2, 1996

ORDER TIME : 3:45 PM

ORDER NO. : 040956

CUSTOMER NO: 6179A

CUSTOMER: Shirley Stevens, Legal Asst  
WEISS & HANDLER, P.A.

Suite 218 A  
2255 Glades Road  
Boca Raton, FL 33431-7383

DOMESTIC FILING

NAME: GREENE'S DRUG STORE  
ACQUISITION GROUP II, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG -7 AM 9:39

8/8/96

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG -7 AM 9:39

ARTICLES OF INCORPORATION  
OF

GREENE'S DRUG STORE ACQUISITION GROUP II, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

GREENE'S DRUG STORE ACQUISITION GROUP II, INC.

The address of the principal office of this corporation shall be C/O Weiss & Handler, P.A., 2255 Glades Road, Suite 218A, Boca Raton, Florida 33431-7383, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. 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 \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have four Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Thomas Lynch Dir.	C/O Weiss & Handler 2255 Glades Road, Suite 218A Boca Raton, Florida 33431-7383
John Steiner Dir.	Same
Henry B. Handler Dir.	Same
Gerald Robinson Dir.	Same

#### ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Thomas Lynch Pres.	C/O Weiss & Handler 2255 Glades Road, Suite 218A Boca Raton, Florida 33431-7383
John Steiner V.Pres.	Same
Henry B. Handler Sec.	Same
Gerald Robinson Treas.	Same

#### ARTICLE VIII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

#### ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 AUG -7 AM 9:39

IN WITNESS WHEREOF, the undersigned agent of  
Corporation Service Company, has hereunto set their hand  
and seal of Corporation Service Company on August 7, 1996.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper  
It's Agent, Deborah D. Skipper

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware  
corporation authorized to transact business in this  
State, having a business office identical with the  
registered office of the corporation named above, and  
having been designated as the Registered Agent in the  
above and foregoing Articles, is familiar with and  
accepts the obligations of the position of Registered  
Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper  
It's Agent, Deborah D. Skipper

ACG/dwl