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FLORIDA DIVISION OF CORPORATIONS

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((H96000015093 3))

TO: DIVISION OF CORPORATIONS
(904)922-4001

FAX #:

FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH
PHONE: (212)431-5000

FAX #:

(212)431-1441

NAME: AMERICAN FAMILY PHARMACY MANAGEMENT, INC.

AUDIT NUMBER.....H96000015093

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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PAGES..... 2

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/28/96
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ARTICLES OF INCORPORATION

OF

AMERICAN FAMILY PHARMACY MANAGEMENT, INC.

FILED
OCT 25 1996
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THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is AMERICAN FAMILY PHARMACY MANAGEMENT, INC.

2. The duration of the corporation shall be perpetual.

3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.

4. The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares, all without par value and of one class.

5. The principal address and mailing address of the corporation will be C/O DUKER BARRETT GRAVANTE & MARKEL, BARNETT BANK PLAZA, 1 EAST BROWARD BLVD., STE. 620, FT. LAUDERDALE, FL 33301 and the name of its initial registered agent at such address is ROBERT CHASKES .

6. The number of directors constituting the initial board of directors is ONE and the name and address of each person who is to serve as a member thereof is as follows:

WILLIAM F. DUKER, C/O DUKER BARRETT GRAVANTE & MARKEL, BARNETT BANK PLAZA, 1 EAST BROWARD BLVD., STE. 620, FT. LAUDERDALE, FL 33301

7. The name and address of the sole incorporator is: LIZ O'SULLIVAN , c/o XL CORPORATE SERVICES, INC., 62 WHITE STREET, 2ND FLOOR, NEW YORK, NY 10013.

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: 09/27/96

Liz O'Sullivan
LIZ O'SULLIVAN
Sole Incorporator

BlumbergExcelsior
62 White St.
New York, NY 10013
212-431-5000

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ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

FILED
96 OCT 25 11 09 11
STATE
TALLAHASSEE

I, the undersigned, do hereby accept appointment as Registered Agent of
AMERICAN FAMILY PHARMACY MANAGEMENT, INC., the within named corporation.

Dated: *October 22, 1996*

Robert I. Chaskes
ROBERT I. CHASKES

BlumbergExcelsior
62 White St.
New York, NY 10013
212-431-5000

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**DUKER BARRETT
GRAVANTE & MARKEL LLP**

100 STATE STREET
ALBANY, N.Y. 12207

(518) 434-0600

FACSIMILE (518) 434-0605

1585 BROADWAY
NEW YORK, N.Y. 10036
(212) 969-5600
FACSIMILE (212) 969-5650

DUKER BARRETT
GRAVANTE & MARKEL
A PARTNERSHIP OF LICENSED PROFESSIONAL ACCOUNTANTS
200 EAST ROBINSON STREET
SUITE 325
ORLANDO, FL 32801
(407) 425-7118
FACSIMILE (407) 425-7047

BARNETT BANK PLAZA
ONE EAST BROWARD BLVD
SUITE 620
FORT LAUDERDALE, FL 33301
(954) 356-0011
FACSIMILE (954) 356-0022

January 21, 1997

Division of Corporations
Florida Department of State
P.O. Box 6327
409 East Gaines Street
Tallahassee, Florida 32399

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*****35.00 *****35.00

Re: American Family Pharmacy Management, Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of Articles of Dissolution for the above referenced Florida profit corporation and a check for the \$35.00 filing fee.

Please contact the undersigned if any additional information is required.

Very truly yours,

Kathleen M. Franklin

Kathleen M. Franklin
Duker Barrett Gravante & Markel LLP
100 State Street
Albany, New York 12007
(518) 434-0600

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Enclosures
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TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION
OF
AMERICAN FAMILY PHARMACY MANAGEMENT, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.1401, Florida Statutes, this Florida profit corporation adopts the following Articles of Dissolution:

FIRST: The name of the corporation is American Family Pharmacy Management, Inc. ("Corporation")

SECOND: The Corporation's Articles of Incorporation were filed on October 25, 1996.

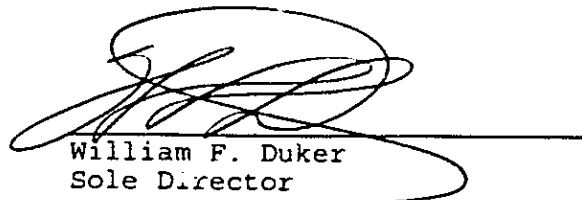
THIRD: The Corporation has not commenced business.

FOURTH: No debt of the Corporation remains unpaid.

FIFTH: Any net assets of the Corporation remaining after winding up have been distributed to the sole shareholder.

SIXTH: The dissolution of the Corporation was authorized by the sole director on January 20, 1997.

Signed this 20th day of January, 1997.


William F. Duker
Sole Director