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FLORIDA DIVISION OF CORPORATIONS

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FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH
PHONE: (212) 431-5000
(212) 431-1441

FAX #:

NAME: AMERICAN FAMILY PHARMACY FRANCHISE COMPANY,
AUDIT NUMBER.....H96000015090
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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**ARTICLES OF INCORPORATION
OF**

AMERICAN FAMILY PHARMACY FRANCHISE COMPANY, INC.

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

1. The name of the corporation is **AMERICAN FAMILY PHARMACY FRANCHISE COMPANY, 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
Sole Incorporator

BlumbergExcelsior
62 White St.
New York, NY 10013
212-431-5900

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ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

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

Dated: *October 20, 1996*



ROBERT I. CHASKES

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

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JAN 24 1997

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AMERICAN FAMILY PHARMACY
FRANCHISE COMPANY, INC.

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Pursuant to the provisions of section 607.1006, Florida Statutes, American Family Pharmacy Franchise Company, Inc. ("Corporation"), a Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Text of Amendment(s) adopted:

Article "4" of the Articles of Incorporation is amended to change and reclassify the Corporation's presently authorized capital stock from 1000 shares, all without par value and of one class, into 1000 shares, consisting of 500 Class A common shares and 500 Class B common shares. To accomplish the foregoing, Article "4" of the Articles of Incorporation setting forth the amount of capital stock, its par value, and the relative rights and preferences of the different classes thereof is amended to read as follows:

"4. The aggregate number of shares which the Corporation shall have the authority to issue shall be 1000 shares. The shares shall be divided into two classes: 500 shares shall be designated as Class A common stock, no par value and 500 shares shall be designated as Class B common stock, no par value. The designations, relative rights, preferences and limitations of the Class A Common and Class B Common stock shall be identical except that the holders of shares of the Class A Common stock shall be entitled to vote on all matters at all meetings of the shareholders of the Corporation, and shall be entitled to one vote for each share of the common stock held of record as of the date of such meeting and the holders of Class B Common stock shall not be entitled to vote on any matters at any meetings of the shareholders of the Corporation, or be entitled to any notice of meeting of Shareholders, except as otherwise required by law.

The number of shares of common stock presently issued and outstanding is ten (10). Each issued and outstanding share shall be automatically converted into

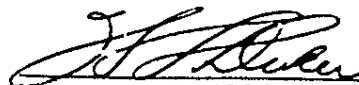
ten (10) shares of Class A common stock at the rate of ten (10) shares of Class A common stock for each share of common stock currently issued, upon the filing of these Articles of Incorporation.

The holder of the currently issued common stock shall surrender the certificate for such shares at the principal office of the Corporation. The Corporation shall issue and deliver to such holder a certificate for one hundred (100) shares of the Corporation's Class A common stock."

SECOND: The date of the adoption of the foregoing amendment is January 15, 1997.

THIRD: The foregoing amendment was approved by the unanimous consent of the shareholders in accordance with the provisions of Section 607.0704, Florida Statutes.

Signed this 15th day of
January, 1997


Name: William F. Duker
Title: Vice Chairman of the
Board of Directors