

LAW OFFICES
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96000094731

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

RE: Incorporation of City Drugs-Eastside, Inc.

Dear Sir or Madam:

Please find enclosed the original executed Articles of Incorporation for City Drugs - Eastside, Inc. for filing. I have also enclosed a copy of the articles for your certification. You will note that the Certificate of Designation of Registered Agent/Registered Office has been properly executed and enclosed.

Enclosed also is a check in the amount of \$122.50 for the following fees: \$35.00 Filing Fee, \$35.00 Designation of Registered Agent, \$52.50 for Certified Copy.

I have enclosed a return Federal Express envelope for the immediate return of the certified copy of the Articles of Incorporation. Thank you for your prompt attention to this matter.

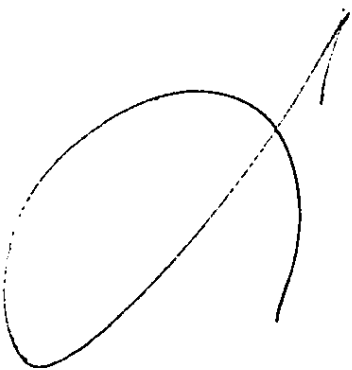
Sincerely,


John J. Uskert

JJU/kao
Enclosure

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SECRETARY OF STATE
TALLAHASSEE FLORIDA


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ARTICLES OF INCORPORATION
OF
CITY DRUGS - EASTSIDE, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607, Florida Statutes, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be CITY DRUGS - EASTSIDE, INC. The principal place of business of this corporation shall be 1612 N. Pace Blvd, Ste 1, Pensacola, Florida and the mailing address shall be 1612 N. Pace Blvd, Ste 1, Pensacola, FL 32505.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities of 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 aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is One Million (1,000,000) shares of common stock at (\$.10) per share par value. Six Hundred Thousand (600,000) shares of such common stock shall be issued and outstanding. The corporation shall hold Four Hundred Thousand (400,000) shares of common stock as unissued common stock. Such unissued shares of common stock may be issued by the corporation as set forth in the By-Laws.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE V - OFFICERS

The names and street addresses of the initial officers who shall hold office the first year of the corporation's existence or until their successors are elected are as follows:

Chairman	Richard C. Clayton 1612 N. Pace Blvd, Ste 1 Pensacola, FL 32505
President	Donald R. Parmer 430 Harrison Avenue Panama City, FL 32401
Secretary	Jack K. Blackwell 2612 Briarcliff Road Panama City, FL 32405
Treasurer	Garry Hugh Grant 912 Colorado Avenue Lynn Haven, FL 32444

ARTICLE VI - INCORPORATORS

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

President	Donald R. Parmer 430 Harrison Avenue Panama City, FL 32401
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ARTICLE VII - REGISTERED OFFICE AND REGISTERED AGENT

The registered office of this corporation shall be at 430 Harrison Avenue, Panama City, FL 32401 and the registered agent at that address shall be Donald R. Parmer.

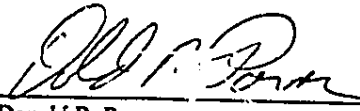
ARTICLE VIII - BY-LAWS

The By-Laws of this corporation shall be adopted by the incorporator and the power to alter, amend or rescind the By-Laws shall be reserved to the shareholders in the manner provided by the By-Laws.

ARTICLE IX - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner provided by the By-Laws.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 14th day of November, 1996.




Donald R. Parmer

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 14th day of November, 1996 by Donald R. Parmer who is personally known to me and who did not take an oath.



NOTARY PUBLIC
Printed Name: John J. Uskert
My Commission Expires:


JOHN J USKERT
My Commission CC478282
Expires Jul. 07, 1997
Bonded by HAI
800-422-1555

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is CITY DRUGS - EASTSIDE, INC.
2. The name and address of the registered agent and office is Donald R. Parmer, 430 Harrison Avenue, Panama City, FL 32401.

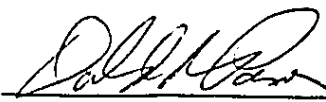
Dated this 14th day of November, 1996.



Donald R. Parmer

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, I accept the duties and obligations of registered agent, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 14th day of November, 1996.



Donald R. Parmer
REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE FLORIDA