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PRENCE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 188755 89589A

AUTHORIZATION :

COST LIMIT : \$ prepaid

ORDER DATE : December 13, 1996

ORDER TIME : 4:36 PM

ORDER NO. : 188755-005

CUSTOMER NO: 89589A

CUSTOMER: Clifford A. Taylor, Esq
CLIFFORD A. TAYLOR, ESQ

P O Box 2090

Bunnell, FL 32110

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-12/16/96--01012--024
****122.50 ****122.50

DOMESTIC FILING

NAME: FLAGLER BEACH PHARMACY, 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: Thelmon Washington

EXAMINER'S INITIALS:

[Handwritten signature]
12/16

FILED
96 DEC 16 PM 3:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
96 DEC 16 AM 9:59
DIVISION OF INCORPORATION

3
ARTICLES OF INCORPORATION
OF

FLAGLER BEACH PHARMACY, INC.

The undersigned subscribers of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

FLAGLER BEACH PHARMACY, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is the distribution to the public of prescription/non-prescription drugs and pharmaceuticals, and to engage in every and any aspect and phase of any and every lawful business, including, but not limited to, the following activities:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

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TALLAHASSEE FLORIDA

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 with a nominal or par value of One (\$1.00) Dollar. The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock.

The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract. This provision shall not prevent the personal representative of a deceased stockholder or the guardian or an incompetent stockholder from taking possession of such stock in accordance with the requirements of law until such stock can be sold or otherwise disposed of in accordance with the By-Laws of the Corporation.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is One Hundred Thousand (\$100,000.00) Dollars.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The initial mailing address of the principal office of this corporation in the State of Florida is: 411 S. Central Avenue, Flagler Beach, Florida 32136. The board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

The Corporation shall have two (2) directors initially. The number of directors may be increased from time to time, by By-Laws adopted by the stockholders.

ARTICLE VIII. INITIAL OFFICERS and DIRECTORS

The names and post office addresses of the members of the first Board of Directors and all officers are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Jodie Bevel	President/Secretary/ Director	2 Zaun Court Palm Coast, Florida 32164
Edna R. Saunders-Bevel	Vice President/Treasurer/ Director	2 Zaun Court Palm Coast, Florida 32164

ARTICLE IX. SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take, and the value of the consideration thereof

<u>NAME</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Jodie Bevel 2 Zaun Court Palm Coast, Florida 32164	50	\$50.00
Edna R. Saunders-Bevel 2 Zaun Court Palm Coast, Florida 32164	50	\$50.00

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI. REGISTERED AGENT AND OFFICE

The registered agent and office for this corporation shall be Clifford A. Taylor, Esq., 507 E. Moody Blvd., Bunnell, Florida 32110, to accept service of process within the State as to this corporation.


Jodie Bevel


Edna R. Saunders-Bevel

STATE OF FLORIDA
COUNTY OF FLAGLER

Sworn to and affirmed before me this 11th day of December, 1996, by Jodie Bevel and Edna R. Saunders-Bevel who provided FL. Drivers Licenses as identification and who did not take an oath.



CLIFFORD A. TAYLOR
COMMISSION # CC 511718
EXPIRES NOV 26, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

Clifford A. Taylor
Clifford A. Taylor, Notary at Large

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT JODIE BEVEL AND EDNA R. SAUNDERS-BEVEL, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 411 S. CENTRAL AVENUE, FLAGLER BEACH, FLORIDA 32136, STATE OF FLORIDA, HAVE NAMED CLIFFORD A. TAYLOR, ESQUIRE, LOCATED AT 507 E. MOODY BLVD., BUNNELL, FL 32110, AS ITS REGISTERED AGENT AND OFFICER TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

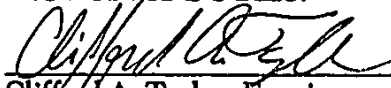
SIGNED AND SEALED THIS 11th DAY OF DECEMBER, 1996.

Jodie Bevel
Jodie Bevel

Edna R. Saunders-Bevel
Edna R. Saunders-Bevel

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, AND I FURTHER


AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


Clifford A. Taylor, Esquire

SIGNED AND SEALED THIS 11th DAY OF DECEMBER, 1996.

STATE OF FLORIDA
COUNTY OF FLAGLER

The foregoing instrument was acknowledged before me this 11th day of
December, 1996, by Clifford A. Taylor, Esquire, who is personally known to me.


Kira Hoffman, Notary at Large



Kira Hoffman
MY COMMISSION # CCS17451 EXPIRES
September 21, 1997
BONDED THRU TRY FAIN INSURANCE, INC.

FILED
96 DEC 16 PM 3:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA