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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 204398 4306424

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 122.50

STATE OF FLORIDA
TALLAHASSEE

96 DEC 30 AM 11:11

FILED

ORDER DATE : December 30, 1996

ORDER TIME : 9:47 AM

ORDER NO. : 204398-005

CUSTOMER NO: 4306424

CUSTOMER: Ricardo Dopico, Esq
STEEL HECTOR & DAVIS

400002040864--3

41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

DOMESTIC FILING

NAME: NATIONAL PHARMACY
MANAGEMENT, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail Williams

EXAMINER'S INITIALS:

GA
12/30/96

RECEIVED
96 DEC 30 AM 10:40
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
NATIONAL PHARMACY MANAGEMENT, INC.

FILED
96 DEC 30 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is National Pharmacy Management, Inc. (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.001 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Board of Directors cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the is 200 South Biscayne Boulevard, Miami, Florida 33131; and the name of the initial registered agent of the Corporation at that address is Peninsula Registered Agents, Inc.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is:

200 South Biscayne Boulevard, Suite 2410,
Miami, Florida 33131.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The name and address of the initial director of the Corporation is as follows:

Paul L. Cejas
200 South Biscayne Boulevard, Suite 2410
Miami, Florida 33131

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Ricardo J. Dopico, Esq.
200 South Biscayne Boulevard, Suite 4100
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27th day of December, 1996.


Ricardo J. Dopico, Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED

96 DEC 30 AM 11:11

WITNESSETH:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

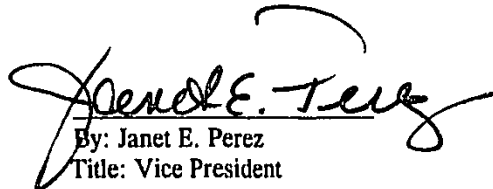
That National Pharmacy Management, Inc., desiring to organize under the laws of the State of Florida, has named Peninsula Registered Agents, Inc., located at 200 South Biscayne Boulevard, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 27th day of December, 1996.

Peninsula Registered Agents, Inc.,
Registered Agent


By: Janet E. Perez
Title: Vice President