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ATTORNEYS AT LAW
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1515 RIVERSIDE AVENUE
JACKSONVILLE, FLORIDA 32204

WILLIAM R. FRAZIER
W. ROBINSON FRAZIER

January 28, 1997

TELEPHONE (904) 353-5616
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VIA UPS NEXT DAY AIR

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

200002072822--4
-01/29/97--01079--002
*****70.00 *****70.00

EFFECTIVE DATE
1-28-97

Gentlemen:

With reference to the incorporation of Comp Rx, Inc., I am enclosing the following:

1. Two executed copies of Articles of Incorporation, together with Certificate Designating Registered Agent.
2. Check payable to the Secretary of State in the total amount of \$70.00 to cover the filing fee of \$35.00 and the Registered Agent's fee of \$35.00.

With respect to the commencement of corporate existence, please notice that Article II of the Articles of Incorporation specifies that the corporation's commencement of existence shall be the date of execution of the enclosed Articles of Incorporation.

I would greatly appreciate it if you would please affix your receiving stamp on the executed copy of the Articles of Incorporation and return same to me as an acknowledgment copy.

Thank you for your attention to this matter.

Very truly yours,

W. Robinson Frazier
W. Robinson Frazier

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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WRF:dbh
Enclosures

FEB 13 1997

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COMP RX, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

EFFECTIVE DATE

ARTICLE I.

1-28-97

The name of the corporation is Comp Rx, Inc.

ARTICLE II.

The duration of the corporation is perpetual, and the time of commencement of its corporate existence shall be the date of execution of these Articles of Incorporation.

ARTICLE III.

The general purposes for which the corporation is organized are:

(1) To engage in any trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the business.

(2) To acquire by lease, purchase, gift, devise, contract, concession or otherwise, and to hold, own, develop, control, manage, or otherwise turn to account, mortgage, grant, sell, exchange, convey, or otherwise dispose of, wherever situated, within or without the State of Florida, any and all real estate, lands, options, concessions, grants, land patents, franchises, rights, privileges, easements, tenements, estates, hereditaments, interests and properties of every kind, nature and description whatsoever.

(3) To manufacture, purchase, or otherwise acquire, hold, own, sell, assign, transfer, lease, exchange, invest in, mortgage, pledge, or otherwise encumber or dispose of and

and description with any person, firm, association, or corporation, municipality, body politic, country, territory, estate, government, or colony or dependency thereof.

(5) To acquire, and to make payment thereof in cash or the stock or bonds of the corporation or by undertaking or assuming the obligations and liabilities of the transferor, or in any other way, the goodwill, rights and property, the whole or any part of the assets, tangible or intangible, and to undertake or assume the liabilities of any person, firm, association or corporation, to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all of the powers necessary or convenient for the conduct and management thereof.

(6) To transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, Chapter 607, of the Florida Statutes Annotated.

IN GENERAL, to do any or all things herein set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, trustees, or otherwise, within or without the State of Florida, either alone or in concert with others, and to carry on any other business in connection therewith, whether manufacturing or otherwise, and to do all things not forbidden by the laws of the State of Florida.

ARTICLE IV.

The aggregate number of shares which the corporation is authorized to issue is 10,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$.10 per share.

ARTICLE V.

The street address of the initial registered office of the

ARTICLE VI.

The mailing address of the corporation is 8261 North Justin Road, Jacksonville, Florida 32210.

ARTICLE VII.

The number of directors constituting the initial board of directors of the corporation is two (2). The number of directors may be increased or decreased from time to time by the by-laws but shall never be less than one.

The names and addresses of the initial director of this corporation are as follows:

<u>NAME</u>	<u>ADDRESSES</u>
Elliott F. Ettliger	8261 North Justin Road Jacksonville, FL 32210
Timothy R. Leffler	8261 North Justin Road Jacksonville, FL 32210

ARTICLE VIII.

The name and address of the incorporator is as follows:
W. Robinson Frazier, 1515 Riverside Avenue, Suite A, Jacksonville, Florida 32204.

ARTICLE IX.

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or her votes are counted for such purposes, if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or


approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee, or the stockholders.

ARTICLE X.

There shall be no power to levy any assessment on any shares of the stock of this corporation.

EXECUTED by the undersigned at Jacksonville, Duval County, Florida, on this 28th day of January, 1997.




W. Robinson Frazier, Incorporator (SEAL)

STATE OF FLORIDA)
) SS
COUNTY OF DUVAL)

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared W. ROBINSON FRAZIER, who is personally known to me and who is known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County last aforesaid, this 28th day of January, 1997.



Delores B. Hanagriff
Notary Public, State of Florida
at Large
My commission expires:

 DELORES B. HANAGRIFF (SEAL)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED PURSUANT TO FLORIDA STATUTES SECTION 48.091

In pursuance of Section 48.091, Florida Statutes, the following is submitted in compliance with said statute section:

First: That Comp Rx, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of Jacksonville, Duval County, State of Florida, has named W. Robinson Frazier, 1515 Riverside Avenue, Suite A, Jacksonville, Florida 32204, as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said statute section relative to keeping open said office on this 28th day of January, 1997.

By: W. Robinson Frazier
W. Robinson Frazier,
Registered Agent