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((H97000002235,4))

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FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305) 541-3694 FAX #: (305) 541-3770

NAME: LOLITA'S PHARMACY, INC.
AUDIT NUMBER.....H97000002235
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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TALLAHASSEE, FLORIDA

6/1/97
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ARTICLES OF INCORPORATION

OF

LOLITA'S PHARMACY, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida in accordance with Section 607.0202, Florida Statutes.

ARTICLE I

CORPORATE NAME

The name of this Corporation is:

LOLITA'S PHARMACY, INC.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE III

NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

James D. Payer, Esquire
Florida Bar # 0081541
PAYER & TWOMBLY
299 Alhambra Circle, Suite 221
Coral Gables, Florida 33134

(305) 444.4143

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The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred (100) shares of common stock having a par value of One (\$1.00) Dollar per share.

ARTICLE V

REGISTERED AGENT AND INITIAL REGISTERED AND PRINCIPAL OFFICE

The Registered Agent and the street address of the initial registered and principal office of this Corporation in the State of Florida shall be:

JAMES D. PAYER
c/o PAYER & TWOMBLY
Attorneys at Law
299 Alhambra Circle, Suite 221
Coral Gables, Florida 33134

The Board of Directors may, from time to time, move the registered office to any other address in the State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Board of Directors, but shall never be less than one (1).

ARTICLE VII

INITIAL DIRECTOR

The name of the Initial Director of this Corporation and his street address is:

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RUBEN MARTINEZ
c/o PAYER & TWOMBLY
299 Alhambra Circle, Suite 221
Coral Gables, Florida 33134

The person named as Initial Director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

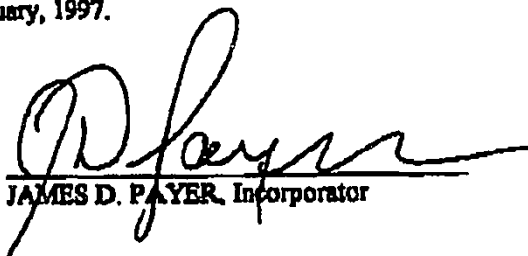
ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator are:

JAMES D. PAYER, ESQUIRE
c/o PAYER & TWOMBLY
Attorneys at Law
299 Alhambra Circle, Suite 221
Coral Gables, Florida 33134

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 6th day of February, 1997.



JAMES D. PAYER, Incorporator

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STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared JAMES D. PAYER, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at Miami, Dade County, Florida this 6th day of February, 1997.



NOTARY PUBLIC
My Commission:



ROBERT T. TWOMEY
My Commission 000600298
Expires Jan. 28, 2000

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

Pursuant to Chapter 607.0501 Florida Statutes, the following is submitted in compliance with
said Act:

That LOLITA'S PHARMACY, INC., desiring to organize under the laws of the State of
Florida, with its principal office, as indicated in the Article of Incorporation at Coral Gables, County
of Dade, State of Florida, has named JAMES D. PAYER, 299 Alhambra Circle, Suite 221, Coral
Gables, 33134 County of Dade, State of Florida, as its agent to accept service of process within the
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 agree to comply with the
provisions of said Act relative to keeping open said office.

Dated this 6th day of February, 1997.


JAMES D. PAYER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA