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JAN E. BLANCK
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February 27, 1997

Secretary of State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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Re: PHARMASYSTEMS EUROHOLDINGS ACQUISITION CORP.

Ladies and Gentlemen:

Enclosed for filing with your offices are articles of incorporation, in duplicate, prepared on behalf of PharmaSystems EuroHoldings Acquisition Corp., a proposed Florida corporation. Also enclosed is our check in the amount of \$122.50 in payment of filing fees (\$35.00), registered agent filing fee (\$35.00) and a certified copy (\$52.50). Please forward the certified copy of the articles to me.

Thank you for your attention to this matter.

Sincerely,


Jan E. Blanck,
Lawyer's Assistant to Robert C. White, Jr.

FILED
97 MAR -4 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

cc: Robert C. White, Jr.



MI-38395 01

EFFECTIVE DATE
2-27-97

**ARTICLES OF INCORPORATION
OF
PHARMASYSTEMS EUROHOLDINGS ACQUISITION CORP.**

FILED
97 MAR -4 AM 9:00
SEC. OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of PharmaSystems EuroHoldings Acquisition Corp., under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

EFFECTIVE DATE
2-27-97

The name of the corporation (the "Corporation") is PharmaSystems EuroHoldings Acquisition Corp.

ARTICLE II

ADDRESS

The street address of this Corporation shall be 7350 NW 7th Street, Suite 104, Miami, Florida 33126.

ARTICLE III

DURATION AND COMMENCEMENT OF EXISTENCE

The duration of the Corporation shall be perpetual commencing on February 27, 1997.

ARTICLE IV

PURPOSE

The purpose of the Corporation shall be to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock which this Corporation is authorized to issue is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office shall be 201 South Biscayne Boulevard, 20th Floor, Miami, Florida 33131 and the registered agent for the Corporation at that address shall be Robert C. White, Jr.

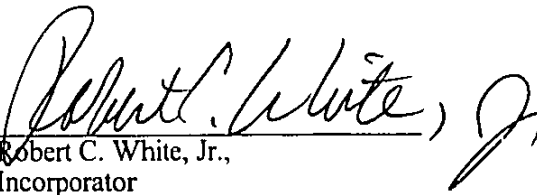
ARTICLE VII

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Robert C. White, Jr.	c/o Kirkpatrick & Lockhart LLP 201 South Biscayne Boulevard 20th Floor Miami, FL 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27th day of February, 1997.


Robert C. White, Jr.,
Incorporator

CERTIFICATE OF REGISTERED AGENT

OF

PHARMASYSTEMS EUROHOLDINGS ACQUISITION CORP.

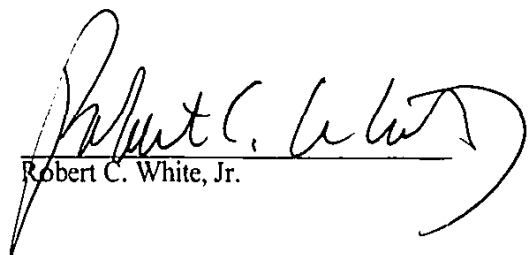
FILED

97 MAR -4 AM 9:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for PharmaSystems EuroHoldings Acquisition Corp., at the place designated in the foregoing Articles of Incorporation, Robert C. White, Jr. agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

DATE: February 27, 1997


Robert C. White, Jr.