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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: RX ACQUISITION, INC.

AUDIT NUMBER.....H97000004862

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION

(4)

OF

RX ACQUISITION CORP.

The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is Rx Acquisition Corp. (the "Corporation").
- SECOND:** The street address of the initial principal office and mailing address of the Corporation is 1025 N.W. 17th Avenue, Delray Beach, Florida 33445.
- THIRD:** The Corporation is authorized to issue 10,000 shares of common stock, par value \$.01 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the registered agent at that address is: B & C Corporate Services, Inc.
- FIFTH:** The name and address of the incorporator of the Corporation is: Linda C. Frazier, Broad and Cassel, Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of the Corporation is Colin Jones, 1025 N.W. 17th Avenue, Delray Beach, Florida 33445.
- EIGHTH:** The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida law.


Linda C. Frazier, Esquire
Florida Bar Number 0990035
Broad and Cassel
Miami Center, Suite 3000
201 South Biscayne Boulevard
Miami, Florida 33131
(305) 374-9448

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IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation as of the 20th day of January, 1997.


Linda C. Frazier, Incorporator

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CORPORATE KIT
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EMPIRE CORPORATE KIT

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