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TEXBSK97 FLORIDA DIVISION OF CORPORATIONS
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((H97000005833 3))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)385-6761

FAX #:

NAME: STERLING PHARMACY CORPORATION AUDIT NUMBER.....H97000005833 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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DIVISION OF CORPORATIONS

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SECRET
DIVISION OF CORPORATIONS
97 APR 10 PM 3:11

ARTICLES OF INCORPORATION
OF
STERLING PHARMACY CORPORATION

ARTICLE I

CORPORATE NAME

The name and principal address and mailing address of the
Corporation is: STERLING PHARMACY CORPORATION
3501 N. Keyser, # 11
Hollywood, FL 33021.

ARTICLE II

NATURE OF CORPORATE BUSINESS

The Corporation may engage in or transact any or all
activity or business permitted under the laws of the United States
and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue and have
outstanding at any one time an aggregate number of One Thousand
(1,000) shares of one class of common stock having a par value of
One (\$1.00) Dollar per share.

PREPARED BY:
ROBERT W. ASCHHEIM, ESQ.
2999 NE 191 STREET,
AVENTURA, FL 33180
FLA. BAR #167432
305-937-0051

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ARTICLE IV

PREEMPTIVE RIGHTS

All Shareholders of the Corporation shall be vested with full preemptive rights.

ARTICLE V

**INITIAL REGISTERED AGENT
AND INITIAL REGISTERED OFFICE**

The Corporation's Initial Registered Agent and Registered Office in the State of Florida are: IRWIN GOTTLIEB, 3501 N. Keyser, # 11, Hollywood, FL 33021.

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all requirements of law pertaining thereto.


IRWIN GOTTLIEB
Registered Agent

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ARTICLE VI

INITIAL BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

Any and all of the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have one director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by-laws of the corporation.

The name and address of the Initial Director who shall hold office until a successor has been chosen shall be:
IRWIN GOTTLIEB, 3501 N. Keyser, #11, Hollywood, FL 33021.

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles is: IRWIN GOTTLIEB, 3501 N. Keyser, # 11, Hollywood, FL 33021.

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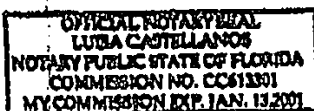
IN WITNESS WHEREOF, the undersigned incorporator has
executed these Articles of Incorporation this 1st day of April,
1997.

Irwin Gottlieb
IRWIN GOTTLIEB
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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1st The foregoing instrument was acknowledged before me this
day of April, 1997, by Irwin Gottlieb, who is personally
known to me or who has produced Florida Public License as
identification.



Luba Castellanos
Notary Public

My Commission Expires:

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