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Kenneth J Sokolsky, C.P.A.

2400 W Cypress Creek Road ♦ #100 ♦ Fort Lauderdale, FL 33309  
Phone 954/771-7144 ♦ Fax 954/771-1123

April 24, 1997

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Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Dear Sirs,

Please process the accompanying Articles of Incorporation for National Healthcare Distributors, Inc. and return the completed Incorporation to me, so that I can forward to Mr. Sandy Paladine.

Please contact me at 954/771-7144 if I can be of further assistance in this matter.

Sincerely,



Kenneth J Sokolsky

DATE  
4-24-97

FILED  
97 APR 28 AM 9:28  
TALLAHASSEE, FLORIDA

PH  
4/30/97

ARTICLES OF INCORPORATION

OF

NATIONAL HEALTHCARE DISTRIBUTORS, INC.

FILED  
97 APR 28 AM 9:28  
TALLAHASSEE, FLORIDA

ARTICLE ONE - CORPORATE NAME

The name of the corporation is:

NATIONAL HEALTHCARE DISTRIBUTORS, INC.

ARTICLE TWO - DURATION

The date when the Corporation's existence shall begin is the date of subscription and acknowledgment stated herein if these Articles of Incorporation are filed within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, and are subsequently approved by the Secretary of State, and all filing fees and taxes paid; otherwise, it shall be the date when the Articles of Incorporation are filed with the Office of the Secretary and approved. The period of this corporation's duration is perpetual.

ARTICLE THREE - PURPOSE

This corporation is organized for the purpose of engaging or transacting in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE FOUR - CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

1000 (one thousand) shares of \$1.00 (one dollar) par value Common Stock, which shall be designated "Common Shares".

**ARTICLE FIVE - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is

Name: Mr. Sandy Paladine  
Address: 11224 NW 2 Court  
City: Coral Springs  
County: Broward  
State: Florida  
Zip Code: 33071

The principal office, if known, or the mailing address of the corporation is:

Address: 11224 NW 2 Court  
City: Coral Springs  
State: Florida  
Zip Code: 33071

**ARTICLE SIX - OFFICERS AND DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one (1). The name and street address of the initial officers and director who shall hold office the first year of the corporations existence or until their successors are elected are:

Director, President, and Secretary


Mr. Sandy Paladine  
11224 NW 2 Court  
Coral Springs, Florida 33071

**ARTICLE SEVEN - INCORPORATOR**

The name and street address of the incorporator signing these Articles of Incorporation is:

Mr. Sandy Paladine  
11224 NW 2 Court  
Coral Springs, Florida 33071

The undersigned subscriber has executed these Articles of Incorporation this 24<sup>th</sup> day of April, 1997.

  
Mr. Sandy Paladine, Incorporator

**CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT**

FILED

97 APR 28 AM 9: 28

**CERTIFICATE OF REGISTERED AGENT  
OF**

ALLAHOSSA, FLORIDA

**NATIONAL HEALTHCARE DISTRIBUTORS, INC.**

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

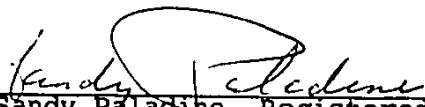
The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at

Address: 11224 NW 2 Court  
City: Coral Springs  
County: Broward  
State: Florida  
Zip Code: 33071

has named Mr. Sandy Paladine located at the aforesaid address, as its Registered Agent to accept service of process within this state.

***ACKNOWLEDGEMENT***

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

  
Mr. Sandy Paladine, Registered Agent