

P97000046849



ACCOUNT NO. : 072100000032

REFERENCE : 406286 81040A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 28, 1997

ORDER TIME : 9:34 AM

ORDER NO. : 406286-005

CUSTOMER NO: 81040A

CUSTOMER: Mr. Charles L. Hoffman
SHELL FLEMING DAVIS & MENGE

100002193241--2

-05/28/97--01059--007
****122.50 ****122.50

Ninth Floor, Seville Tower
226 Palafox Place
Pensacola, FL 32501

DOMESTIC FILING

NAME: GULF BREEZE FAMILY PHARMACY,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

7

MAY 28 1997

FILED IN SEVILLE, FLORIDA
MAY 23 11:07

FILED IN SEVILLE, FLORIDA
MAY 28 1997

SHELL, FLEMING, DAVIS & MENGE

ATTORNEYS AT LAW

PENSACOLA, FLORIDA 32598-1831

THURSTON A. SHELL
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POST OFFICE BOX 1831
226 PALAFOX PLACE
NINTH FLOOR SEVILLE TOWER
AREA CODE 904
TELEPHONE 434-2411
FAX # 435-1074

May 27, 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

RE: GULF BREEZE FAMILY PHARMACY, INC.

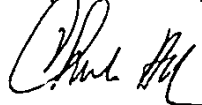
Dear Ladies:

Enclosed please find the original and one copy of the Articles of Incorporation for the above corporation. Please file the original Articles and return a certified copy to the undersigned. Our check in the amount of \$122.50 is enclosed.

Should you have any questions regarding this request, please do not hesitate to contact us. Thank you for your cooperation in this matter.

Very truly yours,

SHELL, FLEMING, DAVIS & MENGE



CHARLES L. HOFFMAN, JR.

CLHjr/dee
Enclosures
H1831-23168

**ARTICLES OF INCORPORATION
OF
GULF BREEZE FAMILY PHARMACY, INC.**

FILED
JUL 23 11:07
TALLAHASSEE, FLORIDA

ARTICLE I. - NAME

The name of this corporation is GULF BREEZE FAMILY PHARMACY, INC.

ARTICLE II. - PURPOSE

This corporation is organized for the purpose of engaging in any and all business permitted under the laws of the State of Florida.

ARTICLE III. - CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV. - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V. PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office and mailing address of the corporation shall be:

Gulf Breeze Family Pharmacy, Inc.
41 Fairpoint Drive, Suite "G"
Gulf Breeze, Florida 32561

The Board of Directors may change the address from time to time to any other address in the State of Florida.

ARTICLE VI. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 41 Fairpoint Drive, Suite "G", Gulf Breeze, Florida 32561, and the name of the initial registered agent of this corporation at that address is Sharon Sims.

ARTICLE VII. - INITIAL OFFICERS AND DIRECTORS

This corporation shall have three (3) directors 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. The names and addresses of the initial directors and officers of this corporation are:

Sharon Sims
41 Fairpoint Drive, STE "G"
Gulf Breeze, Florida 32561

W. J. Justice
755 Highland Avenue
Flomaton, Alabama 36441

Charles D. Cottrell
2014 Wildwood Drive
Brewton, Alabama 36426

ARTICLE VIII. - INCORPORATOR

The name and address of the person signing these Articles is:

Sharon Sims
41 Fairpoint Drive, STE "G"
Gulf Breeze, Florida 32561

W. J. Justice
755 Highland Avenue
Flomaton, Alabama 36441

Charles D. Cottrell
2014 Wildwood Drive
Brewton, Alabama 36426

ARTICLE IX. - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.


ARTICLE X. - INDEMNIFICATION

The corporation shall indemnify any officer or directors, or any former officer or director, to the full extent permitted by law.

ARTICLE XI. - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 27th day of May, 1997.


SHARON SIMS


W. J. JUSTICE


CHARLES D. COTTRELL

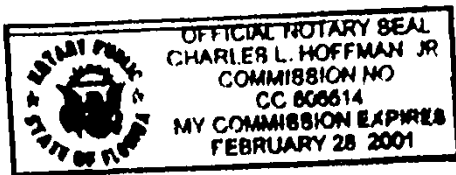
STATE OF FLORIDA


COUNTY OF ESCAMBIA

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared **SHARON SIMS, W. J. JUSTICE, AND CHARLES D. COTTRELL**, known to me or who produced FLA drivers license, Alabama drivers license, and Alabama drivers license as

identification, and who acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 27 day of May, 1997.




TYPED NAME: Charles L. Hoffman, Jr.
NOTARY PUBLIC-STATE OF FLORIDA
MY COMMISSION EXPIRES: 2/28/01

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for GULF BREEZE FAMILY PHARMACY, INC. at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping such office open.

DATE: 5/27/97

Sharon Sims
SHARON SIMS

6:44:44
MAY 28 AM 11:07
TALLAHASSEE, FLORIDA