

P97000048354



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 411358 4303929

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 122.50

ORDER DATE : June 2, 1997

ORDER TIME : 9:45 AM

ORDER NO. : 411358-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Myrna Norman-golinsky
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

400002197534--3

DOMESTIC FILING

NAME: CHINESE MEDICINE SHOP, 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: Carina L. Dunlap

EXAMINER'S INITIALS:

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97 JUN -2 AM 11:22
DIVISION OF CORPORATION

JUN - 2 1997

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V. Dawn Beighey
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Paul E. Shapiro, of Counsel
H. Allan Shore, of Counsel
Craig E. Stein, of Counsel
Marc M. Watson, of Counsel
Julie A.S. Williamson, of Counsel
Zachary H. Wolff, Retired

Myrna Norman Golinsky
(305) 789-5375

May 30, 1997

Florida Division of Corporations
DOMESTIC CHARTER SECTION
P.O. Box 6327
Tallahassee, FL 32314

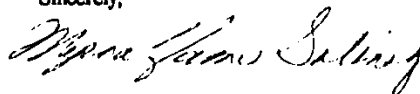
Re: **CHINESE MEDICINE SHOP, INC.**

Enclosed herewith are three duly executed originals of **ARTICLES OF INCORPORATION** for the captioned corporation.

Also enclosed is a check in the amount of \$122.50 to cover the cost of filing and one certified copy. Please stamp the third copy and return to me.

Should anything further be required, please do not hesitate to contact me. Thank you for your assistance.

Sincerely,



Myrna Norman Golinsky
Legal Assistant

ARTICLES OF INCORPORATION
OF
CHINESE MEDICINE SHOP, INC.

ARTICLE I

The name of the corporation is CHINESE MEDICINE SHOP, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 1320 South Dixie Highway, Miami, Florida 33146.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
5,000	\$.01	common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or

(2) If the holders of not less than 50 percent of the shares entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office in the State of Florida is 1201 Hays Street, Florida, 32301, City of Tallahassee, County of Leon, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is four (4), and the names and addresses of the

members of the initial Board of Directors who are to serve as the Corporation's directors until their successors are duly elected and qualified are:

Robert Lipton
7324 Mahogany Bend
Boca Raton, Florida 33434

Nina A. Lipton
2005 Echo Forest Drive
Apt.. 202
Charlotte, North Carolina 28270

David B. Lipton
3 Saw Mill Road
Weston, Connecticut 06883

Robert Willix, M.D.
1320 S. Dixie Highway
Miami, Florida 33146

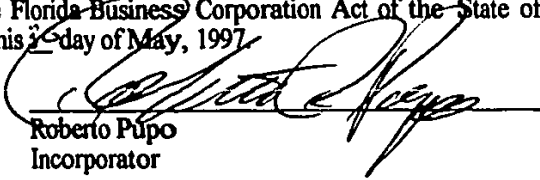
ARTICLE VII

The name of the Incorporator is Roberto Pupo and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 3rd day of May, 1997.


Roberto Pupo
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of CHINESE MEDICINE SHOP, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

CORPORATION SERVICE COMPANY

By: Patricia Pizzuto
Patricia Pizzuto, Registered Agent

DATED: JUNE 2, 1997

FILED
JUN 2 PM 1:59
TALLAHASSEE, FLORIDA