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ACCOUNT NO. : 072100000032

REFERENCE : 452898 6594A

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pyzdek*

ORDER DATE : July 7, 1997

ORDER TIME : 2:40 PM

ORDER NO. : 452898-005

100002232191--2

CUSTOMER NO: 6594A

CUSTOMER: Donald J. Kahn, Esq  
GREEN KAHN & PIOTRKOWSKI, PA

317 71st Street

Miami Beach, FL 33141

DOMESTIC FILING

NAME: TRIPHARM ALTERNATIVE  
DISPENSERY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

RECEIVED  
97 JUL -7 PM 4:17  
DIVISION OF CORPORATION  
FLORIDA

JUL 08 1997

ARTICLES OF INCORPORATION, 7 11 9 00  
OF  
TRIPHARM ALTERNATIVE DISPENSERY, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

TRIPHARM ALTERNATIVE DISPENSERY, INC.

The address of the principal office of this corporation shall be c/o Green Kahn & Piotrkowski, 317 71st Street, Miami Florida 33141, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact 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 III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 317 71st Street, Miami Beach, Florida 33141, and the name of the initial registered agent of the corporation at that address is Donald J. Kahn.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

|                          |  |
|--------------------------|--|
| Mitchell Ghen<br>Dir.    | c/o Green Kahn & Piotrkowski P.A.<br>317 71st Street<br>Miami Beach, Florida 33141 |
| Nancy Scheinman<br>Dir.  | Same   |
| Arnold L. Lieber<br>Dir. | Same   |

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

|                                 |   |
|---------------------------------|---|
| Mitchell Ghen<br>Pres.          | c/o Green Kahn & Piotrkowski, P.A.<br>317 71st Street<br>Miami Beach, Florida 33141 |
| Nancy Scheinman<br>V.Pres.      | Same  |
| Arnold L. Lieber<br>Sec./Treas. | Same  |

ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE X. INCORPORATOR

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

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of  
Corporation Service Company, has hereunto set their hand  
and seal of Corporation Service Company on July 7, 1997.

CORPORATION SERVICE COMPANY

By: Gail Shelby  
Its Agent, Gail Shelby

DWL

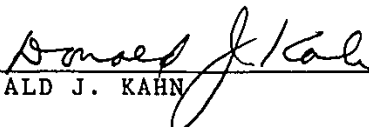
ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN ARTICLES OF INCORPORATION

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, an individual residing in this State having a business office identical with the registered office of the corporation named below and having been designated as the registered agent in the above and foregoing Articles of Incorporation of:

TRIPHARM ALTERNATIVE DISPENSERY, INC.

is familiar with and accepts the obligations of the position of Registered Agent under Section 607.9505, Florida Statutes.

  
\_\_\_\_\_  
DONALD J. KAHN