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HENRY, BUCHANAN, HUDSON, SUBER & WILLIAMS, P.A.

ATTORNEYS AT LAW

BRYAN W. HENRY (1925-1986)
JOHN D. BUCHANAN, JR.
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117 SOUTH GADSDEN STREET
POST OFFICE DRAWER 1049
TALLAHASSEE, FLORIDA 32302

TELEPHONE (904) 222-2920
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CURT BLAIR
GOVERNMENTAL CONSULTANT
(NOT A MEMBER OF THE FLORIDA BAR)

July 16, 1997

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida

EFFECTIVE DATE

BY HAND-DELIVERY

7-20-97

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 JUL 25 AM 11:33

RE: Alphameds of Florida, Inc.

500002239875--9
-07/16/97--01084--007
*****78.75 *****78.75

Dear Sir:

Enclosed is an original and one copy of the Articles of Incorporation for the above-referenced corporation and a check for \$78.75 for the filing fee, designation of registered agent and certificate of status.

Thank you for your attention to this matter, and if you have any questions, please give me a call.

Sincerely,

HENRY, BUCHANAN, HUDSON,
SUBER & WILLIAMS, P.A.

J. Steven Carter
J. STEVEN CARTER
For the Firm

JSC/drq

cc: Mr. Robert S. Bevis
Mr. Francis L. McCall, Jr.

Enclosures

W97-16483
NA

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7/25

97 JUL 15 PM 2:25
DIVISION OF CORPORATIONS

HENRY, BUCHANAN, HUDSON, SUBER & WILLIAMS, P.A.

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July 24, 1997

Ms. Loria Poole
Corporate Specialist
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Alphameds Pharmacy, Inc. (Reference Number:
W97000016483)

Dear Ms. Poole:

Pursuant to your letter of July 16, 1997, in which you advised that the corporate filing of Alphameds of Florida, Inc., was unavailable because the name was not distinguishable from an existing entity, enclosed please find original and one copy of the Articles of Incorporation for "Alphameds Pharmacy, Inc." Prior to making the correction on the name I confirmed the availability of Alphameds Pharmacy, Inc., with the Division of Corporations.

Thank you for your assistance in this matter, and if you have any questions, please give me a call.

Sincerely,

HENRY, BUCHANAN, HUDSON,
SUBER & WILLIAMS, P.A.


J. STEVEN CARTER
For the Firm

JSC/drq

cc: Mr. Robert S. Bevis (w/enclosure)
Mr. Francis L. McCall, Jr. (w/enclosure)

Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 16, 1997

HENRY BUCHANAN HUDSON SUBER
P.O. DRAWER 1049
TALLAHASSEE, FL 32302

SUBJECT: ALPHAMEDS OF FLORIDA, INC.
Ref. Number: W97000016483

We have received your document for ALPHAMEDS OF FLORIDA, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 897A00036441

EFFECTIVE DATE

7-20-97

ARTICLES OF INCORPORATION

OF

ALPHAMEDS PHARMACY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 25 AM 11:33

In compliance with the requirements of Chapter 607, Florida Statutes, the undersigned, being natural persons, do hereby act as incorporators in adopting and filing the following Articles of Incorporation for the purpose of organizing and forming a business corporation under the Florida Business Corporation Act.

ARTICLE I - NAME

The name of the corporation ("Corporation") is Alphameds Pharmacy, Inc.

ARTICLE II - EFFECTIVE DATE

The existence of the corporation shall begin on July 20, 1997.

ARTICLE III - PRINCIPAL OFFICE

The street address of the principal office of the Corporation is 2401 Hays Mill Road, Tallahassee, Florida 32301-3311.

ARTICLE IV - SHARES

The number of shares this Corporation is authorized to issue is 2,000, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V - INITIAL REGISTERED AGENT

The initial street address of the Corporation's registered office is 117 South Gadsden Street, Tallahassee, Florida 32301. The initial registered agent for the Corporation at that address is Henry, Buchanan, Hudson, Suber & Williams, P.A., c/o J. Steven Carter.

ARTICLE VI - INCORPORATER

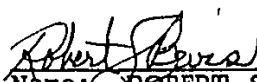
The names and street addresses of the persons signing these Articles of Incorporation are:


| <u>Name</u> | <u>Address</u> |
|------------------------|--------------------------------------------------------|
| Robert S. Bevis | 2401 Hays Mill Road Tallahassee, Florida 32301-3311 |
| Francis L. McCall, Jr. | 321 North 9th Street Quincy, Florida 32351 |

ARTICLE VII - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

The undersigned incorporators have executed these Articles of Incorporation this 24th day of July 1997.

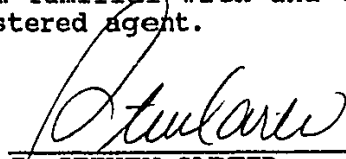

Name: ROBERT S. BEVIS


Name: FRANCIS L. MCCALL JR.

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: 7-24-97


J. STEVEN CARTER
Henry, Buchanan, Hudson,
Suber & Williams, P.A.
117 South Gadsden Street
Tallahassee, Florida 32301
(850) 222-2920

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