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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS  
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FROM: BARNETT CORPORATE SERVICES  
25001567

ACCT#: 0745

CONTACT: BRIAN K BARNETT

PHONE: (954) 349-1467

FAX #: (954)

349 ~~349~~ 1359

NAME: APOTHECARY VENTURE CORPORATION

AUDIT NUMBER.....H97000013199

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DIVISION OF CORPORATIONS

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EFFECTIVE DATE  
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ARTICLES OF INCORPORATION  
OF

**Apothecary Venture Corporation, Inc.**

a Florida corporation

The undersigned, acting as incorporator of Apothecary Venture Corporation, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this Florida corporation is:

**Apothecary Venture Corporation, Inc.**

ARTICLE II. ADDRESS

The corporation's mailing address is:

11 Island Avenue PH-10  
Miami Beach, Florida 33139

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FILED  
CLERK OF CIRCUIT COURT  
IN AND FOR THE COUNTY OF DADE  
FLORIDA

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation shall begin effective August, 6th, 1997.

Burnett Business Services, Inc.  
1039 Briar Ridge Road  
Fort Lauderdale, Florida 33327  
(954) 349-1467

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ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.001 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1039 Briar Ridge Road Fort Lauderdale, Florida 33327 and the name of the corporation's initial registered agent at that address is Barnett Business Services, Inc.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than 1 (one). The name(s) of the initial director(s):

Name

George L. Fernandez Adolfinia C. Shirko-Fernandez

Apothecary Venture Corporation, Inc.

11 Island Avenue PH-10  
Miami Beach, Florida 33139

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Barnett Business Services, Inc.  
1039 Briar Ridge Road  
Fort Lauderdale, Florida 33327  
(954) 349-1467

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ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

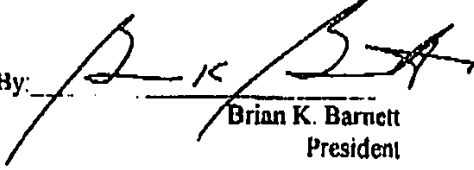
Barnett Business Services, Inc.  
1039 Briar Ridge Road  
Fort Lauderdale, Florida 33327

The incorporator of the corporation assigns to this corporation his/her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he/she assigns to those persons designated by the board of directors any rights he/she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 6th day of August, 1997.

Barnett Business Services, Inc.

By:   
Brian K. Barnett  
President

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Barnett Business Services, Inc.  
1039 Briar Ridge Road  
Fort Lauderdale, Florida 33327  
(954) 349 1467

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.**

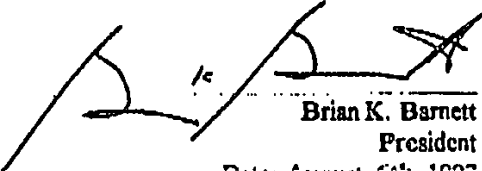
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Apothecary Venture Corporation, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 11 Island Avenue PH-10 Miami Beach, Florida 33139, has named Barnett Business Services, Inc., as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

Barnett Business Services, Inc.  
1039 Briar Ridge Road Fort Lauderdale, Florida 33327

  
Brian K. Barnett  
President  
Date. August, 6th, 1997

Barnett Business Services, Inc.  
1039 Briar Ridge Road  
Fort Lauderdale, Florida 33327  
(954) 349-1467

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