

P970000 89706



ACCOUNT NO. : 072100000032

REFERENCE : 565711 4718168

AUTHORIZATION : *Thomas R. Smith*

COST LIMIT : \$ 122.50

FILED  
97 OCT 16 PM 2:45  
TALLAHASSEE, FLORIDA

ORDER DATE : October 15, 1997

ORDER TIME : 1:23 PM

ORDER NO. : 565711-025

100002322301--8

CUSTOMER NO: 4718168

CUSTOMER: Ms. Mary T. Brown  
BERWIND CORPORATION--LEGAL  
GROUP  
3000 Centre Sq West  
1500 Market St  
Philadelphia, PA 19102

FILED  
97 OCT 16 PM 2:44  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: BERGEN OF WEST PALM, INC.

FILE FIRST

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: Deborah Schroder

EXAMINER'S INITIALS: \_\_\_\_\_

w97-23674  
00611  
: 180 1001



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

October 16, 1997

CSC NETWORKS  
1201 HAYS ST.  
TALLAHASSEE, FL 32301-2607

SUBJECT: BERGEN OF WEST PALM, INC.  
Ref. Number: W97000023674

**RESUBMIT**  
Please return the original  
document as the date

We have received your document for BERGEN OF WEST PALM, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Sandy Ng  
Document Specialist

Letter Number: 897A00050692

RECEIVED  
97 OCT 17 4:10:49  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

BERGEN OF WEST PALM, INC.

FILED  
97 OCT 16 PM 2:45  
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is Bergen of West Palm, Inc.

SECOND: The street address, wherever located, of the principal office of the corporation is GSB Building, Suite 401, One Belmont Avenue, Bala Cynwyd, PA 19004.

The mailing address, wherever located, of the corporation is GSB Building, Suite 401, One Belmont Avenue, Bala Cynwyd, Pa 19004.

THIRD: The number of shares that the corporation is authorized to issue is 1,000, all of which are of a par value of one dollar (\$1.00) each and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

NAME

ADDRESS

Mary T. Brown

GSB Building, One Belmont Avenue  
Suite 401  
Bala Cynwyd, PA 19004

SIXTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

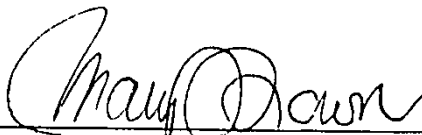
To act as the general partner of a limited partnership which will acquire, own, develop, lease and manage real estate; and

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Signed on October 14, 1997

  
\_\_\_\_\_  
Mary T. Brown, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree 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.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: Karen B. Rozar, As Its Agent

FILED  
97 OCT 16 PM 2:45  
STATE  
TALLAHASSEE, FLORIDA