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OCTOBER 21, 1997

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEPARTMENT OF STATE
DEVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA

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****122.50 ****122.50

TO WHOM IT MAY CONCERN:

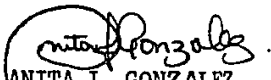
ENCLOSED YOU WILL FIND A MONEY ORDER #15-303757801 IN THE AMOUNT OF \$122.50 WHICH REPRESENTS FILING FEE FOR A CORPORATION NAMED ~~CAM~~ *Rx Plus, Inc.* ~~MANAGEMENT SERVICES, CORP.~~

PLEASE RETURN THE FILED CORPORATION TO:

ANITA J. GONZALEZ
801 WEST 79TH STREET
HIALEAH, FL. 33014

Should you have any questions, please call me at (305)557-5742

SINCERELY YOURS,


ANITA J. GONZALEZ

Enclosed a money order #02296346419 of 122.50 for filing fee for a corporation Rx Plus, Inc. Please return to same address filed corporation.

Mail OCT 27 1997

ARTICLES OF INCORPORATION
OF
RX PLUS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the Corporation is RX PLUS, INC. and the mailing address is 6175 N.W. 167th St. Suite G-1B , Miami, Fl. 33015.

ARTICLE II

NATURE OF BUSINESS

This Corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida.

To generally have and exercise all powers, rights and privileges necessary, suitable, convenient or proper for the accomplishment of any of the purpose or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and power herein named for the enhancements of the value of the property of the corporation or which at any time appear conducive there to or expedient.

ARTICLE III

TERMS OF EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date in which Corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$5.00 per value common stock, which shall be designated "Common Shares".

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of Corporation is 6175 N.W. 167th St. Suite G-18, Miami, Fl. 33015 and the name of the initial registered agents of this Corporation is: Mr. VICTOR A. PENAFIEL - SOCIAL SECURITY 462-49-3322.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have TWO (2) Directors initially. The number of directors may be either increased or diminished from time to time By-Laws, but shall never be less than one (1). The name(s) and address(es) of the initial Directors of this Corporation are:

VICTOR A. PENAFIEL	6175 N.W. 167th St. Suite G-18 Miami, Fl. 33015
JOSE CASTILLO	6175 N.W. 167th St. Suite G-18 Miami, Fl. 33015

ARTICLE VII

The officers of the Corporation shall be as followed:

VICTOR A. PENAFIEL	PRESIDENT	50 SHARES
JOSE CASTILLO	TREASURER	50 SHARES

ARTICLE VIII

AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and right conferred upon the shareholders is subject to this reservation. Furthermore, the power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders of this Corporation.

ARTICLE IX

POWERS

This Corporation shall have all the Corporate Powers enumerated in the Florida General Corporation Act.

ARTICLE X

DIVIDENDS

Dividends Payable in shares of any class may be paid to holders of shares of any other class.

ARTICLE XI

INDEMNIFICATION

This Corporation shall indemnify any and all of its Directors, Officers, Employees or Agents or former Directors, Officers, Employees or Agents or any persons who may have served at its request as a Director, Officers, Employees or Agent of another Corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include but not limited to, the expenses, including the cost of any judgement, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a Director, Officer, Employee or Agent as therein provided.

The foregoing right of indemnification shall not be exclusive of any other rights to which any Director, Officer, Employee or Agent may be entitled as a matter of law or which it may be lawfully granted.

ARTICLE XII

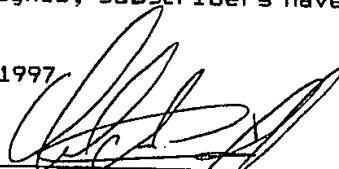
INCORPORATION

The name and address of the persons signing these Articles are:

VICTOR A. PENAFIEL 6175 N.W. 167th St. Suite G-18 Miami, Fl. 33015
JOSE CASTILLO 6175 N.W. 167th St. Suite G-18 Miami, Fl. 33015

IN WITNESS WHEREOF, the undersigned, subscribers have executed these Articles of Incorporation.

Signed this 21st day of October, 1997


VICTOR A. PENAFIEL


JOSE CASTILLO

ACKNOWLEDGEMENT


STATE OF FLORIDA)

SS:

COUNTY OF DADE)

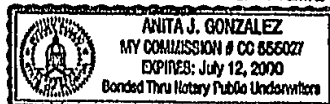
BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared VICTOR A. PENAFIEL and JOSE CASTILLO personally known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have here unto set hand and affixed my official seal, in the State and County aforesaid, this 21st day of October, 1997.


Notary Public

ANITA J. GONZALEZ
Printed Name of Notary Public

MY COMMISSION EXPIRES



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CERTIFICATE DESIGNATING REGISTERED AGENT

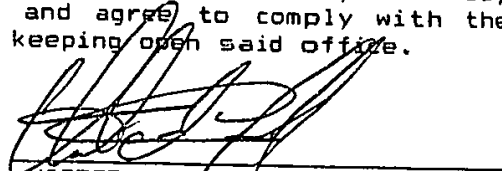
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That RX PLUS, INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Certificate of Incorporation, at the City of Hialeah, County of Dade, State of Florida, has named VICTOR A. PENAFIEL address 6175 N.W. 167th St. Suite G-18, Miami, Fl. 33015 as its agent to accept services of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Corporation at place designated in this Certificate, I hereby accept to act in this Capacity, and agree to comply with the provision of said Act relative to keeping open said office.


VICTOR A. PENAFIEL