



THE UNITED STATES
CORPORATION
COMPANY

PA7000098193

ACCOUNT NO. : 072100000032

REFERENCE : 604483 7129482

AUTHORIZATION :

Patricia P. [signature]

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 18 PM 1:15

ORDER DATE : November 18, 1997

ORDER TIME : 10:51 AM

ORDER NO. : 604483-005

200002350692--4

CUSTOMER NO: 7129482

CUSTOMER: Ms. Susan B. Hartman
ADORNO & ZEDER

Suite 500
888 Southeast Third Avenue
Fort Lauderdale, FL 33335-9002

DOMESTIC FILING

NAME: STAY WELL PHARMACY, 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: Jeanine Glisar

EXAMINER'S INITIALS:

RECEIVED
97 NOV 18 AM 11:54
DIVISION OF CORPORATION

JP
11/18/97

ARTICLES OF INCORPORATION

OF

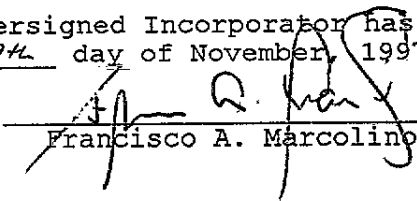
STAY WELL PHARMACY, INC.

FILED
CLERK OF STATE
CORPORATIONS
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The undersigned Incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is Stay Well Pharmacy, Inc. (the "Corporation").
- SECOND:** The street address of the initial principal office and mailing address of the Corporation is 145 N.W. 156 Lane, Pembroke Pines, Florida 33028.
- THIRD:** The Corporation is authorized to issue 100 shares of Common Stock, par value \$1.00 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is 145 N.W. 156 Lane, Pembroke Pines, Florida 33028 and the Registered Agent at that address is Francisco A. Marcolino.
- FIFTH:** The name and address of the Incorporator of the Corporation is: Francisco A. Marcolino, 145 N.W. 156 Lane, Pembroke Pines, Florida 33028.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have two directors initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial directors of the Corporation are:
- | | |
|--------------------------|--------------------------|
| CRAIG A. LOWY | FRANCISCO A. MARCOLINO |
| 145 N.W. 156 Lane | 145 N.W. 156 Lane |
| Pembroke Pines, FL 33028 | Pembroke Pines, FL 33028 |
- EIGHTH:** The existence of the Corporation shall commence upon the filing of these Articles of Incorporation, and shall be perpetual.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17th day of November, 1997.



Francisco A. Marcolino, Incorporator

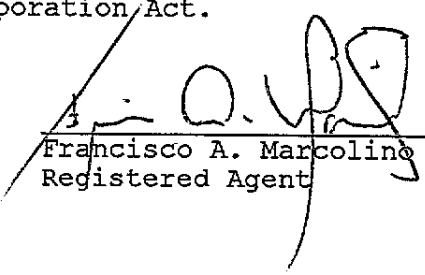
ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

FILED
SECRETARY OF STATE
CORPORATIONS
97 NOV 18 PM 1:15

I hereby accept the appointment as Registered Agent of STAY WELL PHARMACY, INC. contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.


Francisco A. Marcolino
Registered Agent