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C.L. HENF, PA.
CERTIFIED PUBLIC ACCOUNTANT

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FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 26, 1997

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Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Dear Sir/Madam:

Enclosed are completed Articles of Incorporation for
Bailey Drugs, Inc. made payable to the Secretary of State in
the amount of \$122.50 for the associated filing fees.

Should you require any additional information, please do
not hesitate to contact me.

Sincerely,

C. L. Henf, CPA
C. L. Henf, PA
Certified Public Accountant

CLH:js

Encls.

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Bailey Drugs, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation may engage in or transact any or all lawful activities or business under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV - CAPITOL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 per value common stock which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT
AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is 14100 U.S. Highway One, Sebastian, FL 32958, and the name of the initial registered agent of this corporation at the address is Timothy Bailey. In addition the principal office is located at 14100 U.S. Highway One, Sebastian, FL 32958.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of stockholders and her successor shall have been duly elected and qualified, or until her earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the corporation. The name and address of the initial director is:

Timothy Bailey
14100 U.S. Highway One
Sebastian, FL 32958

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Timothy Bailey
14100 U.S. Highway One
Sebastian, FL 32958

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

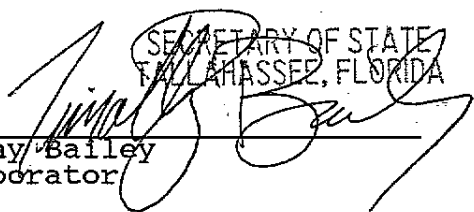
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporation has executed these Articles of Incorporation in the date of signing.

FILED

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Dated: November 28, 1997



Timothy Bailey
Incorporator

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First that Bailey Drugs, Inc. desiring to organize or qualify under the laws of the State of Florida has named Timothy Bailey of 14100 U.S. Highway One, Sebastian, FL 32958 as it's agent to accept service of process within Florida.

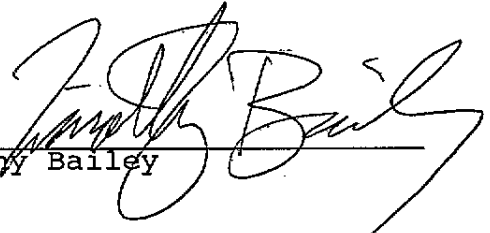
Dated: November 28, 1997



Timothy Bailey
Incorporator

Having been named to accept service of process for the above stated Corporation, Timothy Bailey of 14100 U.S. Highway One, Sebastian, FL 32958 at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper performance of my duties.

Dated: November 28, 1997



Timothy Bailey