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REFERENCE : 687046 6179A

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT : \$ 122.50

ORDER DATE : January 29, 1998

ORDER TIME : 11:31 AM

ORDER NO. : 687046-005

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CUSTOMER NO: 6179A

CUSTOMER: Shirley Stevens, Legal Asst
WEISS & HANDLER, P.A.

Suite 218 A
2255 Glades Road
Boca Raton, FL 33431-7383

DOMESTIC FILING

NAME: CAMBRIDGE VILLAGE DRUGS, INC.

EFFECTIVE DATE:

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: Christopher Smith

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 30 AM 9:47

RECEIVED
98 JAN 30 10:36
DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 30 AM 9:47

ARTICLES OF INCORPORATION
OF
CAMBRIDGE VILLAGE DRUGS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CAMBRIDGE VILLAGE DRUGS, INC.

The address of the principal office of this corporation shall be 2255 Glades Road, Suite 218A, Boca Raton, Florida 33431, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

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

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Henry B. Handler	2255 Glades Road, Suite 218A,
Dir.	Boca Raton, Florida 33431

Jonathon Steiner	Same As Above
Dir.	

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Henry B. Handler 2255 Glades Road, Suite 218A,
Pres. Boca Raton, Florida 33431

Jonathon Steiner Same As Above
Vice Pres.

ARTICLE VIII. PREEMPTIVE RIGHTS

All stockholders of this corporation shall have as a matter of right, the preemptive right, in proportion to their holdings, to purchase or subscribe for any unissued stock to be issued or sold by the corporation, or any additional stock created by any increase of the authorized capital stock of the corporation so to be issued or sold, or any bonds, certificates of indebtedness, debentures or other securities convertible into stock of the corporation so to be issued or sold.

ARTICLE IX. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 30 AM 9:47

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company on January 30, 1998.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

CKS