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LAZARUS CORPORATE FILING SERVICE, INC.

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LOCAL REPRESENTATIVE TALLAHASSEE

99 OCT 28 PM 9:54
TALLAHASSEE, FLORIDA

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-10/29/99--01053--020
*****35.00 *****35.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. DADE PHARMACY DISCOUNT, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)



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Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
99 OCT 29 AM 11:53
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials

ADR

99 OCT 29 PM 2:54
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

DADE PHARMACY DISCOUNT, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted:

ARTICLE III: The number of shares of stock that this corporation is authorized to have outstanding at any time is 1000, with \$ 1.00 par value.

ARTICLE IV: The name and address of the Registered Agent is:

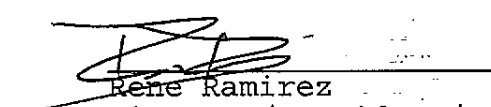
Rene Ramirez
3013 E. 4 Ave.
Hialeah, fl 33013

ARTICLE VI: The number of the members of the Board of Directors of the corporation shall not be less than one person. The shareholders and officers of the corporation and the shares to each one will be as follows:

	SHARES
	Amount %
RENE RAMIREZ	Director 1000 100
3013 E 4 AVE	President
HIALEAH, FL 33013	Secretary

SECOND: This amendment is adopted on September 1st, 1999.

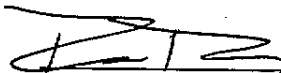
THIRD: The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.


Rene Ramirez
Director/President/
Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

September 1st, 1999



Rene Ramirez
3013 E 4 AVE
HIALEAH, FL 33013