

8  
P98000246763

FILED  
98 MAR 23 PM 1:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305) 552-5973

(City, State, Zip)

(Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

900002464789--4

-03/23/98--01047--016

\*\*\*\*122.50 \*\*\*\*122.50

OFFICE USE ONLY

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

1. PAUL'S DRUG STORE #2, INC. (Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2.00

☒ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

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

AMENDMENTS	
<input 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

RECEIVED  
98 MAR 23 AM 11:16  
DIVISION OF CORPORATION

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

K. Rolfe MAR 23 1998

Examiner's Initials

ARTICLES OF INCORPORATION  
OF

PAUL'S DRUG STORE # 2, *INC.*

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE 1

The name of the corporation is PAUL'S DRUG STORE # 2, *INC.*

ARTICLE 11  
DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence as of the filing of the Articles of Incorporation.

ARTICLE 111

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 1V  
CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock of a par value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

Abe A. Bailey, Esquire  
Florida Bar No. 0480398  
ABE A. BAILEY, P.A.  
18350 N.W. 2nd Avenue, 5th Floor  
Miami, Florida 33169

FILED  
98 MAR 23 PM 1:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE V

The name of the initial registered agent of this corporation is Carmeola E. Robinson. The street address of the initial registered office of the corporation in the State of Florida is 14501 N.W. 7th Avenue, Miami, Florida 33168 and the principal place of business of the corporation is 14501 N.W. 7th Avenue, Miami, Florida 33168.

#### ARTICLE VI INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) initial directors. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial directors are:

CARMEOLA E. ROBINSON	950 N.W. 153rd Street Miami, Florida 33169
----------------------	---

AVANDALE ROBINSON	950 N.W. 153rd Street Miami, Florida 33169
-------------------	---

#### ARTICLE VII INCORPORATION

The name and address of the incorporator of these Articles of Incorporation is Carmeola E. Robinson at 950 N.W. 153rd Street, Miami, Florida 33169.

#### ARTICLE VIII BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholder.

#### ARTICLE IX INDEMNIFICATION

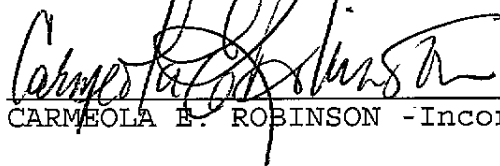
The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of

the corporation, or any former officer director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

ARTICLE X  
AMENDMENT


This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles Of Incorporation, this 18th day of March, 1998.

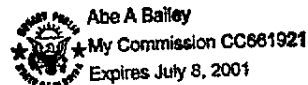
  
CARMEOLA E. ROBINSON -Incorporator

STATE OF FLORIDA   )  
                              )  
COUNTY OF DADE    )

The foregoing instrument was acknowledged before me this 18th day of March, 1998 by Carmeola E. Robinson as the Incorporator of PAUL'S DRUG STORE # 2,<sup>nd</sup> a Florida corporation, on behalf of the corporation. She is personally known to me or has produced as Charmaine Robinson and did (did not) take an oath.

  
NOTARY PUBLIC (Signature)  
State of Florida, at Large

My Commission Expires:



CONSENT TO ACTION TAKEN  
IN LIEU OF RE-ORGANIZATIONAL MEETING

OF

PAUL'S DRUG STORE # 2, *INC.*

The undersigned being the incorporator of the corporation consent to and ratify the action taken to organize the corporation as follows:

The Certificate of Incorporation filed on \_\_\_\_\_ with the Secretary of State of Florida was approved and inserted in the record book of this corporation.

The persons whose names appear below were appointed directors of the corporation to serve for a period of one year until their successors are appointed or elected and shall qualify:

Carmeola Robinson

Avandale Robinson

The persons whose names appear below were appointed officers of the corporation to serve for a period of one year and until their successors are appointed or elected and shall qualify:

Office	Name
President/Secretary	Carmeola Robinson
Treasurer	Avandale Robinson

By-Laws regulating the conduct of business and affairs of the corporation as prepared by counsel for the corporation were adopted and inserted in the record book.

The Seal, an impression of which appears in the margin of this consent was adopted as the corporate seal of the corporation, and the specimen of certificates for shares in the form exhibited and inserted in the record book was adopted as the corporate certificate.

ISSUANCE OF INITIAL SHARES  
(a) ACKNOWLEDGMENT OF SUBSCRIPTIONS:

The corporation hereby acknowledges that subscription were received by its and are hereby accepted by it from the persons in the amounts and for the consideration set forth below:

Subscriber	Number of Shares Subscribed for	Consideration
Carmeola E. Robinson	50%	\$ 1.00
Avandale Robinson	50%	\$ 1.00

(b) PAYMENT OF SUBSCRIPTIONS: The officers of the corporation are hereby authorized to call for the payment of such subscriptions and to issue shares evidenced by properly executed stock certificates against receipt of the subscription price therefor.

(c) NONASSESSABILITY: On receipt of the subscription price from each subscriber and the issuance of shares to him or her, such shares will be validly authorized and issued, fully paid and nonassessable.

(d) ALLOCATION OF PROCEEDS: of the consideration received by the corporation for the capital stock to be issued hereunder, One Dollar (\$1.00) shall be allocated to the capital stock account of the corporation for each share issued and the balance shall be allocated to the paid in surplus account.

(e) DESIGNATION OF BANK DEPOSITORY: The Treasurer of the corporation is authorized to open on behalf of the corporation such accounts as he deems necessary or appropriate at any commercial bank and to endorse any checks, drafts, notes, orders and bills of exchange payable to or otherwise the property of the corporation; to deposit them in such accounts; and to draw and sign checks on such accounts in the name of the corporation. The Board of

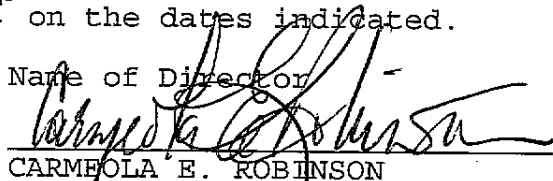
Directors hereby adopts any resolutions required by such bank in connection with this designation as depository, provided the President of the corporation instructs the Secretary in writing to insert as a appendix to this consent a copy of such resolutions, which shall thereupon be deemed to have been adopted by the Board of Directors.

The corporation shall elect to be taxed as a "small business corporation" for income tax purposes under the provisions of Section 1372 of the Internal Revenue Code and the property officers of the corporation be and they hereby authorized and directed to evidence such election by completing and filing Form 2553 of the United States Treasury Department, Internal Revenue Service.

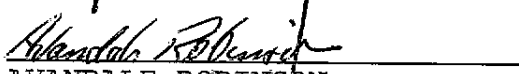
Executed by the undersigned as first director of **PAUL'S DRUG STORE** # 2, on the dates indicated.

Name of Director

Date of Execution

  
CARMELA E. ROBINSON

3/18/98

  
AVANDALE ROBINSON

3/18/98

**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes the following is submitted:

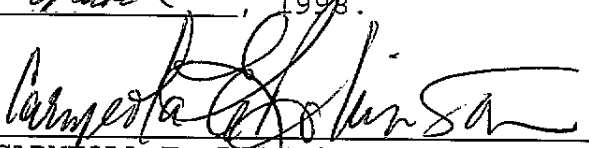
FIRST that PAUL'S DRUG STORE # 2,<sup>inc</sup> desiring to organize or qualify under the laws of the State of Florida with its principal place of business located at 14501 N.W. 7th Avenue, Miami, Fl 33168 has named Carmeola E. Robinson as its agent to accept service of process within Florida.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at 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 this 18th day of March, 1998.

By:

  
CARMEOLA E. ROBINSON  
Registered Agent

FILED  
98 MAR 23 PM 1:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA