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06-12-1998

Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-08/07/98--01035--013
****122.50 ****122.50

Re: USA PHARMACAL SALES INC.

(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50

This represents the cost of Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

JOHN PENCE

(individual's name)

USA PHARMACAL SALES INC.

(name of corporation)

MAILING ADDRESS OF CORPORATION

1247 FLORIDA AVE

PALM HARBOR, FLORIDA 34683

813

(Area Code)

784-8756

Telephone Number

Extension

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

B. BROCK AUG 12 1998

ARTICLES OF INCORPORATION

of

USA PHARMACAL SALES INC.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

USA PHARMACAL SALES INC.

ARTICLE II - DURATION

This Corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Company is authorized to issue Five Hundred shares (500) of one Dollar(s) (\$1) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if know, or the mailing address of the corporation is:

NAME	USA PHARMACAL SALES INC.
ADDRESS	1247 FLORIDA AVENUE
CITY, STATE, ZIP	PALM HARBOR, FL 34683

The name and street address if the Initial Registered Agent of this Corporation is:

NAME	JOHN PENCE
ADDRESS	1247 FLORIDA AVENUE
CITY, STATE, ZIP	PALM HARBOR, FL 34683

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

The names and addresses of the initial director(s) of the corporation are as follows:

NAME	JOHN PENCE - PRESIDENT/SECRETARY
ADDRESS	1247 FLORIDA AVENUE
CITY, STATE, ZIP	PALM HARBOR, FL 34683
NAME	ARTHUR SUSSMAN - VICE PRESIDENT / TREASURER
ADDRESS	1247 FLORIDA AVENUE
CITY, STATE, ZIP	PALM HARBOR, FL 34683
NAME	
ADDRESS	
CITY, STATE, ZIP	

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


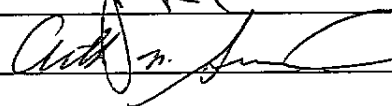
APPROVED
AND
FILED

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	JOHN PENCE - PRESIDENT/ SECRETARY
ADDRESS	1247 FLORIDA AVENUE
CITY, STATE, ZIP	PALM HARBOR, FL 34683
NAME	ARTHUR SUSSMAN - VICE PRESIDENT / TREASURER
ADDRESS	1247 FLORIDA AVENUE
CITY, STATE, ZIP	PALM HARBOR, FL 34683
NAME	
ADDRESS	
CITY, STATE, ZIP	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation the 21th day of July, 1998.

 (Seal)
 (Seal)
____ (Seal)

STATE OF FLORIDA)
COUNTY OF PINELLAS) SS

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

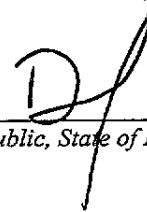
JOHN PENCE

ARTHUR SUSSMAN

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he/she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 12th day of June, 1998.




(Notary Public, State of Florida At Large)

CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

USA PHARMACAL SALES INC.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with
is registered office as indicated in the Articles of Incorporation at:

1247 FLORIDA AVE

PALM HARBOR, FLORIDA 34683

has named

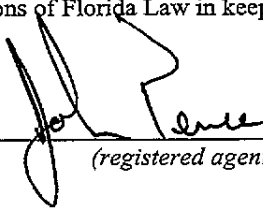
JOHN PENCE

located at the aforesaid address, as its Registered Agent to accept service of process
within the state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at
the place designated in this certificate, I hereby accept to act in this capacity, and agree
to comply with the provisions of Florida Law in keeping open said office.

X


(registered agent)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
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