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TO: DIVISION OF CORPORATIONS

FAX #: (850)487-6013

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: PRIVATE RX, INC,

AUDIT NUMBER.....H98000019295

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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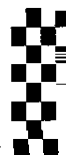
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ARTICLES OF INCORPORATION

98 OCT 16 PM 2:55

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PRIVATE RX, INC.

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST: The name of the Corporation is Private RX, Inc. (the "Corporation").
- SECOND: The principal office address and mailing address of the Corporation is 4333 Pine Tree Dr., Miami Beach, FL 33334.
- THIRD: The Corporation is authorized to issue 1,000 shares of common stock, par value \$.001 per share.
- FOURTH: The street address of the initial registered office of the Corporation is: 4333 Pine Tree Dr., Miami Beach, FL 33334, and the registered agent at that address is Lance Burstyn.
- FIFTH: The name and address of the incorporator of the Corporation is: Lance Burstyn, 4333 Pine Tree Dr., Miami Beach, FL 33334.
- SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH: The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of the Corporation is:

Lance Burstyn

4333 Pine Tree Dr.
Miami Beach, FL 33130

Prepared by:

Cory B. Nass, Esq.
1801 Clint Moore Road Suite 100
Boca Raton, FL 33487
(561) 998-8884
FL Bar No. 0003956


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EIGHTH: The corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

NINTH: The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.


TENTH: The corporate existence of the Corporation shall commence on upon the filing of the Articles of Incorporation with the State of Florida.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15 day of October, 1998.


Lance Burstyn

49800001929S
ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.


Lance Burstyn
Dated: _____

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