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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: HILLTOP PHARMACY CONSULTANTS, INC.

AUDIT NUMBER.....H98000021878

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

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HILLTOP PHARMACY CONSULTANTS, INC.

The Undersigned Subscriber to these Articles of incorporation, being a natural person competent to contract, hereby form a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I

The name of the corporation is HILLTOP PHARMACY CONSULTANTS, INC.

ARTICLE II

DURATION AND BEGINNING OF THE CORPORATE EXISTENCE

The corporation shall Exist Perpetually unless sooner dissolved according to law. The corporate existence shall commence on the date the Articles of Incorporation are filed of record.

ARTICLE III

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

These Articles were prepared by Willie Barnett, CPA
6142 MIRAMAR PARKWAY #C
MIRAMAR, FL 33023
(954) 964-8293

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ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have one class of outstanding stock, Designated as Common Stock. The Maximum number of shares of Capital Stock this corporation is Authorized to have outstanding at any time is TEN THOUSAND (10,000) SHARES of common stock, having a par value of One Dollar (\$.05) Per Share.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE

The principal office and the Corporation's registered office in the State of Florida is 1801 N.E. 140th Street N. Miami, Florida 33181, County of Dade, and the registered Agent at such address is Dr. Martin C. Ugwu.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have one initial Board of 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 address of the initial Board of Directors is:

Dr. Martin C. Ugwu
1801 N.E. 140th Street
N. Miami, Florida 33181

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ARTICLE VII

INCORPORATOR

The Name and Address of the Incorporator of these Articles of Incorporation is Dr. Martin C. Ugwu, 1801 N.E. 140th Street, N. Miami, Florida 33181.

ARTICLE VIII

BY LAWS

The Power to Adopt, Alter, Amend or Repeal the By-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX

The corporation shall Indemnify, to the Full Extent permitted by law, the Incorporator, any 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.

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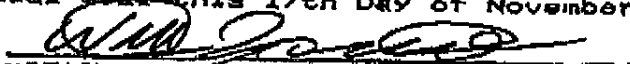
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IN WITNESS WHEREOF, the undersigned Incorporator has
Executed these Articles of Incorporation this 17th Day of
November, 1998.


Dr. Martin C. Ugwu

BEFORE ME, the undersigned Notary Public of the State of
Florida personally appeared Dr. Martin C. Ugwu to me well
known and known to me to be the individual described in
and who executed the foregoing Articles of Incorporation,
and acknowledged before me that she executed the same freely
and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 17th Day of November,
1998.


NOTARY PUBLIC, STATE OF FLORIDA




Willie Bonett
MY COMMISSION # CC701891 EXPIRES
December 14, 2001
BONDED THRU TROY FARM INSURANCE, INC.

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Hilltop Pharmacy Consultants, Inc. hereby accept such designation and is familiar with and accept the obligations, duties, and responsibilities as provided in the applicable Florida Statutes.


Dr. Martin C. Ugwu
REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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