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KANSAS MEMBER: LEX MUNDI, A GLOBAL ASSOCIATION OF 126 INDEPENDENT LAW FIRMS

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Legal Assistant
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December 16, 1998

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*****78.75 *****78.75

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

Re: Preventive Concepts, Inc.

Dear Sir or Madam:

Enclosed for filing is one original and one copy of the Articles of Incorporation for Preventive Concepts, Inc. Also enclosed is a Certificate of Acceptance of Appointment by Resident Agent. I have also enclosed our firm check in the amount of \$78.75 for the filing fee, designation of registered agent fee and certified copy fee. Please return a certified copy of the Articles and Certificate of Acceptance to us in the enclosed Federal Express return envelope. If you have any questions or need further information, please call me at 1-800-267-6371. Thank you for your assistance.

Very truly yours,

FOULSTON & SIEFKIN L.L.P.



Kimberly R. Knowles
Legal Assistant

Enclosures

cc: Stanley G. Andeel

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 17 AM 8:13

B. BROCK DEC 21 1998

ARTICLES OF INCORPORATION
OF
PREVENTIVE CONCEPTS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 17 AM 8:12

The undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the Florida Business Corporation Act, does hereby certify as follows:

ARTICLE I

Name

The name of the Corporation is:

Preventive Concepts, Inc.

ARTICLE II

Principal Office

The principal place of business and mailing address of the Corporation shall be 83201 Overseas Highway, #212, Islamorada, Florida 33036.

ARTICLE III

Registered Office and Resident Agent

The address of the Corporation's registered office in the State of Florida is 83201 Overseas Highway, #212, Islamorada, Monroe County, Florida 33036. The name of its registered agent at such address is Valerie S. Palmer. The Corporation shall, however, be authorized and empowered to transact and engage in business in any and all other states, territories, and countries, without limitation, both within and without the United States of America.

ARTICLE IV

Purpose

The Corporation is organized for profit, and the nature of the business and the purposes of the Corporation are:

- a. To own, operate and maintain a business specializing in the sale of Rexall Showcase International products; and
- b. To engage in any act or activity for which corporations may be organized under the Florida Business Corporation Act, as now in effect and as hereafter amended or modified.

ARTICLE V

Capital Stock

The total authorized capital of the Corporation is 100,000 shares of common stock having a par value of \$1.00 per share. Each of such shares, as and when issued, shall be fully paid and nonassessable.

ARTICLE VI

Incorporator

The name and mailing address of the Corporation's incorporator is:

Name

Address

H.C. Palmer

83201 Overseas Highway, #212
Islamorada, Florida 33036

ARTICLE VII

Board of Directors

A. The business and affairs of the Corporation shall be managed and conducted by a Board of Directors consisting of one or more members who need not be shareholders, the exact number to be fixed and determined by the Board of Directors, with full authority in the Board of Directors to vary said number at any time and from time to time. Until and unless the Board of Directors shall determine otherwise, the Board of Directors shall consist of two (2) members.

B. The Board of Directors shall have full power and authority to manage the Corporation and any and all of its assets, properties, businesses, and affairs, including the right to elect such officers and assistant officers and to designate and appoint such agents and employees as the Board of Directors deems advisable and to allow them suitable compensation, and shall have any and all additional powers and authority, not inconsistent with the express terms of these Articles of Incorporation, that are expressly or impliedly granted to or invested in the Board by the statutes or laws of the State of Florida, as now in effect and as hereafter amended or modified. Unless otherwise provided in the bylaws of the Corporation, the election of directors by written ballot shall be required only if requested by a shareholder entitled to vote at said election.

C. No director of the Corporation shall be held personally liable to the Corporation or its shareholders for breach of fiduciary duty as a director except for liability (i) for any breach of a director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit. Any repeal or

modification of this paragraph C shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation serving at the time of such repeal or modification.

ARTICLE VIII

Compromise or Arrangement

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them or between this Corporation and its shareholders or any class of them, any court of competent jurisdiction within the State of Florida, on the application in a summary way of this Corporation or of any creditor or shareholder thereof or on the application of any receiver or receivers appointed for this Corporation or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation may order a meeting of the creditors or class of creditors, or of the shareholders or class of shareholders of this Corporation, as the case may be, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders, of this Corporation, as the case may be, and also on this Corporation.

ARTICLE IX

Bylaws

The original bylaws of the Corporation shall be adopted either by the incorporator or by the Board of Directors. Thereafter, the power to adopt, alter, amend, or repeal the Corporation's bylaws, in whole or in part, at any time and from time to time, shall be vested concurrently in the shareholders and in the Board of Directors of the Corporation, but the authority of the Board of Directors with respect to bylaws shall at all times remain subject to the superior authority of the shareholders.

ARTICLE X

Perpetual Existence

The Corporation shall have perpetual existence.

ARTICLE XI

No Preemptive Rights

No shareholder of the Corporation shall have any preemptive right to subscribe to any additional issue of shares of the Corporation's common stock or to any security issued by the Corporation that is convertible into one or more shares of the Corporation's common stock.

ARTICLE XII

Indemnification

A. The Corporation shall indemnify any director or officer of the Corporation who was, is, or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (collectively a "Proceeding") by reason of the fact that such person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, trustee, partner, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, to the fullest extent permitted by the Florida Business Corporation Act as now in effect and as hereafter amended. Such right to indemnification shall be a contract right and shall include the right to be paid by the Corporation for expenses incurred in defending any Proceeding in advance of its final disposition to the fullest extent permitted under the Florida Business Corporation Act as now in effect and as hereafter amended.

B. The rights conferred in paragraph A shall not be exclusive of any other right to indemnification which any person may have or hereafter acquire under any statute, bylaw, agreement, contract, resolution of the Board of Directors or shareholders of the Corporation, or otherwise.

ARTICLE XIII

Restriction on Sale of Stock

Before any share of stock in the Corporation may be sold by a shareholder to a nonshareholder, it must first be offered for sale to the Corporation (and, in the alternative, to all then existing shareholders as described below) by written notice served upon the secretary of the Corporation (the "Secretary") by the selling shareholder, such notice to specify the number of shares offered for sale and the price and terms at which it is proposed to sell them. At any time within 30 days after the service of such notice, the Corporation may elect to purchase any or all of such shares of stock by paying the Secretary, for the account of the selling shareholder, the price per share in accordance with the terms specified by such notice. In the event that the Corporation fails to exercise its option as to all of such shares, the other then existing shareholders may, at any time within a period of 10 days following the expiration of said initial 30-day option period, elect to purchase any or all of the remaining shares of stock so available for purchase by paying to the Secretary, for the account of the selling shareholder, the price per share in accordance with the terms specified by said notice. Each then existing shareholder shall be entitled to purchase that proportion of such available shares which the number of shares of the same class or classes of stock in the Corporation then owned by such existing shareholder bears to the total number of shares of the same class or classes of stock in the Corporation then owned by all then existing shareholders other than and not taking into consideration those owned by the selling shareholder, together with his proportionate part of any of such class or classes of available shares with respect to which other existing shareholders fail to exercise their said rights of purchase. Any such available shares of stock that the Corporation and the other existing shareholders fail to purchase in the time and manner aforesaid may then be sold to a nonshareholder by such selling shareholder at a price that is not less than the price specified in said written notice and upon terms not substantially different from the terms specified in said written notice. If such sale is not effected within 6 months following the expiration of the combined 40-day option period set out above, none of such stock may be sold to a nonshareholder at any price without again complying with the aforesaid procedure, in the same manner as if such stock had never before been offered for sale to the Corporation and existing shareholders.

Cumulative Voting

IN WITNESS WHEREOF, I have hereunto subscribed my name at SLANDRA Florida,
on this 12 day of December, 1998.

STATE OF FLORIDA)
) SS.
 Monroe COUNTY)

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal at Islamorada, Florida, on the day, month and year last above written.

My Appointment Expires:

-7-

CERTIFICATE OF ACCEPTANCE OF APPOINTMENT

BY RESIDENT AGENT

In the matter of Preventive Concepts, Inc.

I, Valerie S. Palmer, hereby state that on the 12 day of Dec., 1998, I accepted the appointment as resident agent for the above named business entity.

The street address of the resident agent in this state is as follows:

83201 Overseas Highway
#212
Islamorada, Florida 33036

12-12-98
Date

Valerie S. Palmer
Valerie S. Palmer, Resident Agent

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SECRETARY OF STATE
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