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ANANIA  
BANDKLAYDER, BLACKWELL & BAUMGARTEN

ATTORNEYS AT LAW

NATIONSBANK TOWER, SUITE 4300

100 SOUTHEAST SECOND STREET

MIAMI, FLORIDA 33131-2144

FRANCIS A. ANANIA  
DANIEL K. BANDKLAYDER  
MAURICE J. BAUMGARTEN  
DONALD A. BLACKWELL  
ORLANDO D. CABEZA  
M. CATHERINE HITE  
LAUREN D. LEVY  
SHERRI L. MULLINS  
PAULA J. PHILLIPS  
DOUGLAS H. STEIN  
ROBERTO A. TORRICELLA, JR.

TELEPHONE (305) 373-4900  
FACSIMILE (305) 373-6914  
E-Mail: anania@cofs.com

DAVID A. SCHWARTZ  
OF COUNSEL

December 30, 1998

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

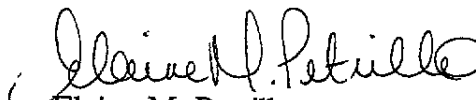
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RE: Prescriptives Pharmaceutical Distributors, Inc.

Dear Sir/Madam:

Enclosed for filing is an original and one copy of Articles of Incorporation for the above-referenced corporation. A check in the amount of \$70.00 is also provided as payment of the requisite filing fee. Upon the filing of these Articles, please return a date stamped copy to our office at your earliest convenience. Thank you for your attention to this matter.

Very truly yours,

  
Elaine M. Petrillo  
Legal Assistant

/emp  
Encl.

FILED  
99 JAN -4 PM 3:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK JAN 4 1999

FILED

ARTICLES OF INCORPORATION 99 JAN -4 PM 3: 38

OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**PRESCRIPTIVES PHARMACEUTICAL DISTRIBUTORS, INC.**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this corporation shall be: Prescriptives Pharmaceutical Distributors, Inc., 4650 S.W. 154 Court, Miami, FL 33185.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is ONE HUNDRED (100) shares of common stock, having a par value of ONE (\$1.00) DOLLAR PER SHARE.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation for all service of process shall be at 4300 NationsBank Tower, 100 Southeast Second Street, Miami, Florida 33131-2144, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at the above address shall be Elaine M. Petrillo.

#### ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

#### ARTICLE VII

The name and address of the first director of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

President/Director:        German E. Brizuela, Jr.  
                                     4650 S.W. 154 Court  
                                     Miami, FL 33185

#### ARTICLE VIII

The name and address of the incorporator is Elaine M. Petrillo, 4300 NationsBank Tower, 100 Southeast Second Street, Miami, Florida 33131-2144.

#### ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

#### ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 30 day of December, 1998.

Elaine M. Petrillo  
Incorporator

STATE OF FLORIDA     )  
                                  )SS  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, personally appeared Elaine M. Petrillo, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 30<sup>th</sup> day of December, 1998.



R. Noble  
Notary Public, State of Florida


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

FIRST: That Prescriptives Pharmaceutical Distributors, Inc., desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, in the City of Miami, County of Dade, State of Florida, has named Elaine M. Petrillo, located at 4300 NationsBank Tower, 100 Southeast Second Street, Miami, Florida 33131-2144, as its agent to accept services of process within this state.

**ACKNOWLEDGEMENT**

Having been named to accept services 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 said Act relative to keeping open said office.



Elaine M. Petrillo  
Registered Agent

DATED: This 30 day of December, 1998.

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99 JAN -4 PM 3:38  
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TALLAHASSEE, FLORIDA