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TRANSMITTAL LETTER

FILED
99 FEB 18 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

February 11th, 1999

000002779600--2
-02/18/99--01071--015
*****35.00 *****35.00

SUBJECT: DOCTOR'S Rx US, INC.

Dear Sir or Madam:

Please find enclosed for filing, an original and one (1) copy of the articles of restatement of the articles of incorporation, and a check for \$35.00 (amendment) filing fee.

Thank you for your assistance in filing the enclosed.

FROM: Gil Armando Adorno Ortega
and Jaime B. Wallace
1010 E. Busch Blvd., Suite 102
Tampa, Florida 33612
(813) 931-9707

*Sherry York gave authorization to delete
"Initial" in art. IV. 2/19 JS*

Restated art. & N/C

VS FEB 23 1999.

NOTE: The original and one copy of restatement of articles are enclosed under cover of this letter.

**ARTICLES OF RESTATEMENT OF THE
ARTICLES OF INCORPORATION OF
DOCTORS Rx US, INC.**

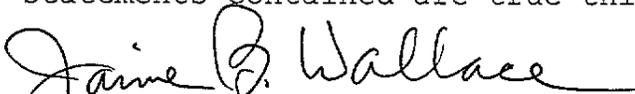
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned officer of the corporation described herein hereby submits the following restatement of the corporation's Articles of Incorporation to the Florida Department of State, Division of Corporations, P.O. Box 6327, Tallahassee, FL. 32314.

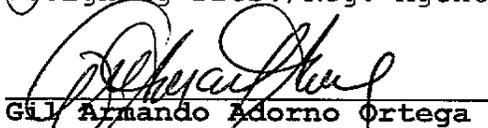
1. The date of incorporation of the corporation:
02/08/99
2. The name of the corporation before restatement:
Doctors Rx Us, Inc.
3. The name of the corporation after restatement:
DOCTOR'S Rx US, INC.
4. The text of the Restated Articles of Incorporation are attached hereto, and by reference thereto made a part hereof.
5. The date of adoption of the Restated Articles of Incorporation was:
February 11th, 1999.
6. The Restated Articles of Incorporation was adopted by:
The incorporator, Jaime B. Wallace. Shareholder action was not required.
7. These Articles of Restatement will be effective **upon filing.**

The manner of the adoption of the Article of Restatement and the vote by which it was adopted constitute full legal compliance with the provisions of the Florida Business Corporation Law, the corporation's articles of incorporation, and the corporation's bylaws.

I hereby verify subject to the penalties of perjury that the statements contained are true this 11th day of February, 1999.



Jaime B. Wallace
Resigning Pres./Reg. Agent



Gil Armando Adorno Ortega
President/Registered Agent

RESTATEMENT OF ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be:

DOCTOR'S Rx US, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1010 E. Busch Blvd., Suite 102, Tampa, FL. 33612

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1,000) Shares of No-Par Value.

ARTICLE IV ~~INITIAL~~ REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the ~~initial~~ registered agent are:

Gil Armando Adorno Ortega, 1010 E. Busch Blvd., Suite 102, Tampa, FL. 33612

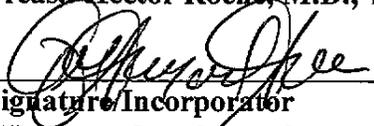
ARTICLE V INCORPORATOR(S)

The name and address of the incorporator(s) to these Articles of Incorporation are:

P/D: Gil Armando Adorno Ortega, 1010 E. Busch Blvd., Suite 102, Tampa, FL. 33612

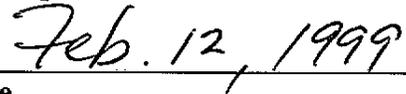
VP : Wanda Ivelisse Olivo, 3330 Stonebridge Trail, Valrico, FL. 33549

Treas.: Hector Roche, M.D., 7902 Woodgrove Circle, Tampa, FL. 33615



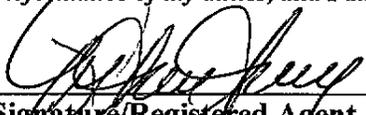
Signature/Incorporator

Gil Armando Adorno Ortega



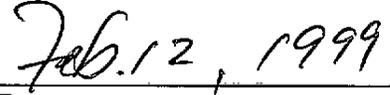
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity, I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature/Registered Agent

Gil Armando Adorno Ortega



Date