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ARTICLES OF INCORPORATION OF LEE'S PHARMACIES, INC.

The undersigned subscriber to these Articles of Incorporation a natural person competent to contract hereby associates himself to form a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be:

LEE'S PHARMACIES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal office of the corporation shall be:

2801 Ponce De Leon Blvd., Suite 680, Coral Gables, Fl. 33134

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.

ARTICLE IV CAPITAL STOCK

The corporation shall be authorized to issue one hundred (100) shares of stock. The share of stock authorized shall have a par value of \$ 1.00 per share.

Articles of Incorporation LEE'S PHARMACIES, INC. Page No. 2

Every original incorporating stockholder upon the sale for cash, property or services or new shares or shares authorized but unissued, shall have the right to purchase a pro-rata share thereof at the price at which it is offered to others, which price in case of par value shares may be in excess of par.

The transfer of shares may be restricted as provided for in the by-laws as adopted by stockholders or by other agreement between the parties thereto.

ARTICLE V AMOUNT OF CAPITAL

The amount of capital with which this corporation shall begin business shall be no less than \$ 100.00.

ARTICLE VI TIME OF EXISTENCE

This corporation shall commence as of the date of filing of these Articles with the Secretary of State and shall have power to have succession by its corporate name perpetually.

ARTICLE VII INTIAL REGISTERED AGENT

The Street Address of the Initial Registered Office of this Corporation is 2801 Ponce De Leon Blvd., Suite 680, Coral Gables, Fl 33134 and the name of the Initial Registered Agent of this Corporation at address is M. ARSHID SHAH.

Articles of Incorporation LEE'S PHARMACIES, INC. Page No. 3

ARTICLE VIII INTIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one.

ARTICLE IX INCORPORATORS

The name and address of the person signing these Articles is:

M. ARSHID SHAH 2801 Ponce De Leon Blvd.,#680 Coral Gables, Florida 33134

ARTICLE X BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI AMENDMENTS

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that certain amendments of these Articles of Incorporation be made.

M. ARSHID SHAH

Articles of Incorporation LEE'S PHARMACIES, INC. Page No. 4

STATE OF FLORIDA; COUNTY OF DADE }

BEFORE ME, the undersigned authority, personally appeared M. ARSHID SHAH, well known to me to be the person who voluntarily executed the foregoing Articles of Incorporation and who executed same for the purposes stated therein.

SWORN TO AND SUBCRIBED before me, this 7 th day of MAL 1999, at Miami, Dade County, Florida.

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

ARLENE D. JACKSON
Notary Public - State of Florida
My Commission Expires Jan 5, 2003
Commission # CC 800467

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM SERVICE OF PROCESS MAY BE EFFECTIVE

In compliance with Section 607.0501, of the Florida Statutes, the following is submitted:

LEE'S PHARMACIES, INC.

Under the laws of the State of Florida, with its principal place of business in the City of Coral Gables, County of Dade, State of Florida, has named M. ARSHID SHAH located at 2801 Ponce De Leon Blvd., Suite 680, Coral Gables, County of Dade, State of Florida, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in his capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

DATED, this 7th day of _

_, 1999.

M. ARSHID SHAH

Resident and Registered Agent