

WADDELL, READY, HAFF AND PICKETT, P.A.

TULA MICHELE HAFF
C. ROBERT PICKETT
BILLY R. READY
GLENN WADDELL

ATTORNEYS AT LAW
209 PALMETTO STREET
POST OFFICE BOX 1363
AUBURNDALE, FLORIDA 33823

TELEPHONE
941/965-2516
Fax No.
941/965-2421

P99000042900

April 22, 1999

Secretary of State
Corporate Division
The Capitol
Tallahassee, FL 32304

RE: HERITAGE PREFERRED PRESCRIPTION SERVICES, INC.

Gentlemen:

I am enclosing an original and a copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Certified copy	52.50
Registered Agent Fee	<u>35.00</u>
Total	\$122.50


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-05/07/99--01108--003
****122.50 *****78.75

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be greatly appreciated.

Yours very truly,

WADDELL, READY, HAFF AND PICKETT, P.A.


Billy R. Ready

BRR:rsr
Enc.

FILED
99 MAY -7 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5-11-99

ARTICLES OF INCORPORATION

OF

HERITAGE PREFERRED PRESCRIPTION SERVICES, INC.

ARTICLE I - NAME

The name of this Corporation HERITAGE PREFERRED
PRESCRIPTION SERVICES, INC.

ARTICLE II - DURATION

The corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any
activities of business permitted under the Laws of the United
States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is
authorized to have outstanding at any time is one (7,000) thousand
shares of common stock having a par value of one dollar (\$1.00)
per share.

ARTICLE V - INITIAL REGISTERED

OFFICE AND AGENT

The initial registered office of this corporation shall
be 209 Palmetto Street, Auburndale, Florida 33823, and the mailing
address for said office shall be P.O. BOX 1730, and the initial
registered agent of this corporation at such office shall be BILLY
R. READY, who upon accepting this designation agrees to comply
with the provisions of Section 48.091, Florida Statutes as amended
from time to time, with respect to keeping an office open for
service of process.

FILED
99 MAY -7 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of 2 (two) members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one (1) nor more than 3 (three).

The names and addresses of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Billy R. Ready	P. O. Box 1730 Auburndale, FL 33823
Ray K. Ready	P. O. Box 1730 Auburndale, FL 33823

ARTICLE VII - OFFICERS

The officers of this corporation shall consist of a president, a secretary and a treasurer, each of whom shall be elected by the Board of Directors at such time and in such manner as may be prescribed by the Bylaws.

ARTICLE VIII - INCORPORATOR

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

Name

Address

Billy R. Ready

P. O Box 1730
Auburndale, FL 33823

IN WITNESS WHEREOF, the undersigned Incorporator has
executed these Articles of Incorporation this 22nd day of
April, 1999.


Incorporator

STATE OF FLORIDA)

:ss:

COUNTY OF POLK)

The foregoing Articles of Incorporation of HERITAGE
PREFERRED PRESCRIPTION SERVICES, INC., were acknowledged before me
this 22nd day of April, 1999, by Billy R. Ready, as
Incorporator, who is personally known to me and who did not take
an oath.


Notary Public

My Commission Expires:

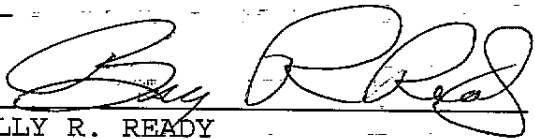


Rebecca S. Ringleb
MY COMMISSION # CC492419 EXPIRES
November 19, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for HERITAGE PREFERRED PRESCRIPTION SERVICES, INC. at the place designated in the Articles of Incorporation, BILLY R. READY agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

DATE: 4/22/99


BILLY R. READY

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FILED
99 MAY -7 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA