

P99000081575



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 375306 8796A

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 78.75

ORDER DATE : September 15, 1999

ORDER TIME : 10:41 AM

ORDER NO. : 375306-005

CUSTOMER NO. : 8796A

200002987802--0

CUSTOMER: Ms. Lina Angelici
SCHIFINO & FLEISCHER
SCHIFINO & FLEISCHER
One Tampa City Center, #2700
201 North Franklin Street
Tampa, FL 33602

DOMESTIC FILING

NAME: DRUGMAX.COM, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 15 PM 2:45

RECEIVED
99 SEP 15 PM 12:51
DIVISION OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION 99 SEP 15 PM 2:45

OF

DRUGMAX.COM, INC.

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I.

Name

The name of this corporation shall be:

DRUGMAX.COM, INC.

ARTICLE II.

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

6950 Bryan Dairy Road
Largo, Florida 33777

ARTICLE III.

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and any amendments thereto (the "Act"), and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE IV.

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000 shares of common stock with a par value of \$.001 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the shareholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

ARTICLE V.

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at Schifino & Fleischer, P.A., One Tampa City Center, Suite 2700, 201 N. Franklin Street, Tampa, Florida 33602, and the initial registered agent of this corporation at such office shall be Lina Angelici. This corporation shall have the right to change such registered office and such registered agent from time to time; as provided by law.

ARTICLE VI.

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than nine (9) members, the exact number of directors to be fixed from time to time by the shareholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the shareholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be shareholders. The shareholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VII.

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of one (1) member, such member to hold office until her successor has been duly elected and qualified. The name and address of the initial director is as follows:

Name

Address

Stephen M. Watters

6950 Bryan Dairy Road
Largo, Florida 33777

ARTICLE VIII.

Incorporator

The name and street address of the incorporator making these Articles of Incorporation is:

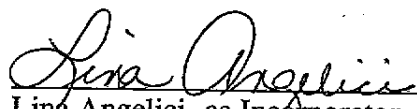
Name

Address

Lina Angelici, Esq.

Schifino & Fleischer, P.A.
One Tampa City Center
Suite 2700
201 North Franklin Street
Tampa, Florida 33602

IN WITNESS WHEREOF, the undersigned has executed these Articles for the uses and purposes therein stated.


Lina Angelici, as Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 SEP 15 PM 2:45

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

FOR

DRUGMAX.COM, INC.

The undersigned, Lina Angelici, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation of said corporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 14TH day of September, 1999.


Lina Angelici