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FLORIDA PROFIT CORPORATION OR P.A.

Navarro Discount Pharmacies No. 13, Inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

NAVARRO DISCOUNT PHARMACIES NO. 13, INC.

The undersigned, acting as incorporator of NAVARRO DISCOUNT PHARMACIES NO. 13, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is NAVARRO DISCOUNT PHARMACIES NO. 13, INC.

ARTICLE II. ADDRESS

The mailing address of the corporation is 5959 N.W. 37th Avenue, Miami, Florida 33142.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence upon the filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) shares of which ONE HUNDRED FIFTY (150) shares shall be designated as Class A voting common stock and shall have a par value of TEN (\$10.00) dollars per share and EIGHT HUNDRED FIFTY (850) shares shall be designated as Class B nonvoting common stock and shall have a par value of TEN (\$10.00) dollars per share.

THIS INSTRUMENT WAS PREPARED BY:

ROBERT H. SMITH, ESQ.

HOLLAND & KNIGHT LLP

701 Brickell Avenue - Suite 3000

Miami, Florida 33131

Florida Bar No. 377384

Tel. (305) 374-8500

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The preferences, qualifications, limitations, and restrictions and the special or relative rights with respect to the shares of each class are as follows:

Holders of Class A voting common stock of this Corporation shall be entitled to ONE (1) vote for each share of Class A voting common stock standing in his, her or its name at any and all Meetings of the Stockholders of this Corporation. Except as otherwise provided by law, no holder of Class B nonvoting common stock shall be entitled to cast any vote on account of ownership of stock.

Except for the difference in voting rights set forth above, the rights, preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of Class B nonvoting common stock shall be identical in all respects to those of the share of Class A voting common stock. Accordingly, each share of common stock of Class A voting and Class B nonvoting, shall receive equal dividends if and when declared by the Board of Directors, and in the event of any liquidation, dissolution, or winding up of this Corporation, the assets and funds of this Corporation shall be paid to and distributed equally among the holders of both Class A voting and Class B nonvoting common stock in proportion to the number of shares held by the holders of such shares.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 701 Brickell Ave., Suite 3000, Miami, Florida 33131 and the name of the corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

ARTICLE VII. BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is four (4). The number of directors may be either increased or decreased from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the director are:

<u>Name</u>	<u>Address</u>
Jose F. Navarro	5959 N.W. 37th Avenue Miami, FL 33142
Luis G. Navarro	5959 N.W. 37th Avenue Miami, FL 33142
Marcel Navarro	5959 N.W. 37th Avenue Miami, FL 33142
Gabriel Navarro	5959 N.W. 37th Avenue Miami, FL 33142

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are Robert H. Smith, c/o Holland & Knight LLP, 701 Brickell Ave., Suite 3000, Miami, Florida 33131.

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 4th day of October, 1999.



Robert H. Smith, Incorporator

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:


That NAVARRO DISCOUNT PHARMACIES NO. 13, INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 701 Brickell Ave., Suite 3000, Miami, Florida 33131 has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 4th day of October, 1999.

**INTRASTATE REGISTERED AGENT
CORPORATION**

By: 
Name: Steven H. Hagen
Title: Vice President

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