

TRANSMITTAL LETTER

P99000099046

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

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-11/09/99--01029--011
*****78.75 *****78.75

SUBJECT: 1800PILLS.COM, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: GAVIN KAHN, ESQ.
Name (Printed or typed)
855 S.W. 78th Avenue
Address
Planation, FL 33324
City, State & Zip
(954) 453-7000
Daytime Telephone number

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

99 NOV -9 PM 2:00

FILED

NOTE: Please provide the original and one copy of the articles.

gjk/11/10

**ARTICLES OF INCORPORATION
OF
1800PILLS.COM, INC.**

FILED
99 NOV -9 PM 2:00
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of **1800PILLS.COM, INC.** under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be **1800PILLS.COM, INC.**

ARTICLE II - EXISTENCE

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III - ADDRESS

The principal business address of this corporation shall be: 650 West Avenue, Suite 2102, Miami Beach, FL, 33139.

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 - SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of the corporation is: 20803 Biscayne Boulevard, Suite 200, Aventura, FL, 33180 and the name of the corporation's initial registered agent at that address is Gary Brown, Esq.

ARTICLE VII - INITIAL DIRECTORS

The initial Board of Directors shall consist of a total of two (2) persons and the names and addresses of the persons who are to serve are:

Justin Pardes, 650 West Avenue, Suite 2102, Miami Beach, FL, 33139.
David Burstyn, 650 West Avenue, Suite 2102, Miami Beach, FL, 33139.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are: David Burstyn, 650 West Avenue, Suite 2102, Miami Beach, FL, 33139.

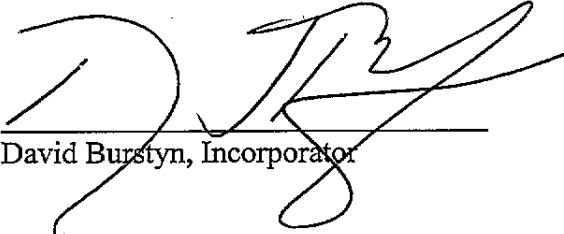
ARTICLE IX - BYLAWS

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 X - 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 on the date set forth below.



David Burstyn, Incorporator

Nov 5, 1999
Date

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

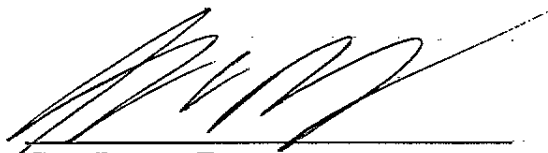
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That **1800PILLS.COM, 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 20803 Biscayne Boulevard, Suite 200, Aventura, FL, 33180, has named Gary Brown, Esq. 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 5 day of November, 1999.



Gary Brown, Esq.
Registered Agent

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

99 NOV -9 PM 2:00

FILED