

Document Number Only

P99000109860

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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-12/21/99--01062--022
*****70.00 *****70.00

CORPORATION(S) NAME

Miami Beach ProCare Pharmacy, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
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12/21/99

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

1. SMITH DEC 21 1999

ARTICLES OF INCORPORATION

OF

Miami Beach ProCare Pharmacy, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

FIRST: The name of the corporation is: Miami Beach ProCare Pharmacy, Inc.

SECOND: The street address of the initial principal office, and, if different, the mailing address of the corporation is: One CVS Drive, Woonsocket, RI 02895

THIRD: The number of shares the corporation is authorized to issue is: 100

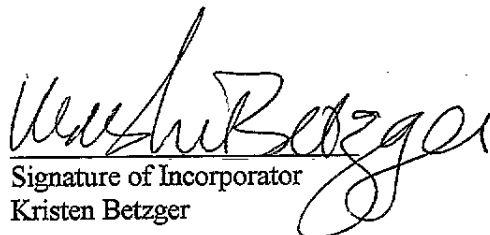
FOURTH: The street address of the initial registered office of the corporation is c/o C T Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is C T Corporation System.

FIFTH: The names and addresses of the persons who are to serve as initial directors are:

Charles C. Conaway	One CVS Drive, Woonsocket, RI 02895
Daniel C. Nelson	One CVS Drive, Woonsocket, RI 02895
Dennis C. Burton	One CVS Drive, Woonsocket, RI 02895
Zenon P. Lankowsky	One CVS Drive, Woonsocket, RI 02895

SIXTH: The name and address of each incorporator is:

Kristen Betzger	2 Oliver Street, Boston, MA 02109
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Signature of Incorporator
Kristen Betzger

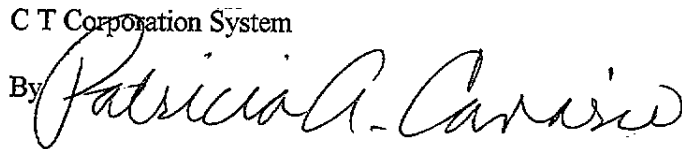
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C T Corporation System is familiar with and accepts the obligations provided for in
Section 607.0505 of the Florida Statutes.

C T Corporation System

By



Date

12/20/99

PATRICIA A. CANARIO,
SPECIAL ASSISTANT SECRETARY

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