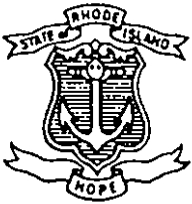


Filing Fee \$150.00

ID Number: 99369



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

FILED  
MAR 05 1998  
By: JB#9  
1998.45

MAR 3 3 13 PM '98

RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV.

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is PRESCRIPTION COMPOUNDING SPECIALISTS OF RHODE ISLAND, INC.

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

2. The period of its duration is (if perpetual, so state) Perpetual

3. The specific purpose or purposes for which the corporation is organized are:

To operate a business for the purpose of dispensing prescription and nonprescription

drugs and especially compounded drugs and associated medical items to members of the

general public. Also, the nature of the business and the objects and purposes to

be transacted, promoted, or carried on by the corporation are to engage in any lawful

act or activity for which corporations may be organized under the General Corporation

Law of Rhode Island.

4. The aggregate number of shares which the corporation shall have authority to issue is:

(a) If only one class Total number of shares 2,000 (If the authorized shares are to consist of one class only state the par value of such shares or a statement that all of such shares are to be without par value):

No Par Value

or

(b) If more than one class: Total number of shares \_\_\_\_\_ (State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of Chapter 7-1.1 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.):

5. Provisions (if any) dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:

No shareholder shall transfer, alienate or in any way dispose of any shares of the

corporation unless such shares shall be first offered for sale to the corporation. The

corporation reserves and shall have the exclusive right and option to purchase said

shares at a price equal to the lowest appraised value thereof, within sixty (60) days

after said offer. After the expiration of said time, the shareholder, if the corporation

shall not have exercised its option to purchase said shares, shall be free to transfer, alienate or otherwise dispose of said shares without any restrictions whatsoever.

6. Provisions (if any) for the regulation of the internal affairs of the corporation:

none

7. The address of the initial registered office of the corporation is 300 Centerville Rd., Summit West  
(Street)

Warwick, RI 02886 and the name of its initial registered agent at such address is  
(City/Town) (Zip Code)

George M. Landes

8. The number of directors constituting the initial board of directors of the corporation is none and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are: (If this is a close corporation pursuant to Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

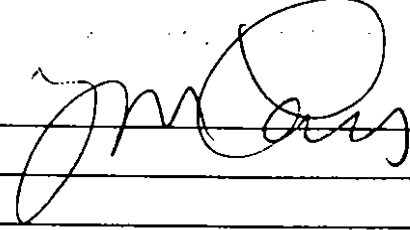
Title	Name	Address
President	James F. Fiore	26 Commonwealth Ave., Worcester, MA 02604
V.P.	Annmarie T. Arvanites	62 Lakeland Rd., Cranston, RI 02920
Secretary	James F. Fiore	26 Commonwealth Ave., Worcester, MA 02604
Treasurer	James Arvanites	62 Lakeland Rd., Cranston, RI 02920

9. The name and address of each incorporator is:

Name	Address
George M. Landes	300 Centerville Rd., Summit West, Warwick, RI 02886

10. Date when corporate existence to begin: upon filing of these articles of incorporation.  
(not more than 30 days after filing of these articles of incorporation)


Dated February 27, 19 98

  
\_\_\_\_\_  
Signature of each Incorporator

STATE OF RHODE ISLAND  
COUNTY OF KENT

In Warwick, on this 27th day of February, 19 98, personally appeared  
before me George M. Landes

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

  
Notary Public  
My Commission Expires: July 9, 01

COMMERCIAL INSURANCE BINDER  
ACCOUNT NUMBER: 51 283528

This Binder Is A Temporary Insurance Contract Subject To The Conditions Shown Below.

NAME AND ADDRESS:	EFFECTIVE	EXPIRATION
<PRESCRIPTION COMPOUNDING	DATE	DATE
SPECIALISTS OF RI INC.	TIME	TIME
1146 RESERVOIR AVE	03/03/1998	05/02/1998
SUITE 202	12:01 A.M.	12:01 A.M.
CRANSTON, RI 02920		

DBA:

EXPIRATION DATE NOT TO  
EXCEED 60 DAYS FROM THE  
EFFECTIVE DATE.

LOCATION 001 BUILDING 001

PROPERTY	Actual Cash Value - (ACV)	Replacement Cost - (RC)
	Guaranteed Replacement Cost - (GRC)	
	Guaranteed Replacement Cost Extension - (GRCE)	
CAUSES OF LOSS	AMOUNT OF INSURANCE	ACV/RC
SPECIAL FORM	DEDUCTIBLE	COINSURANCE

LOCATION OF PROPERTY  
1145 RESERVOIR AVE  
CRANSTON

RI 02920

COUNTY 034

C-PERSONAL  
PROPERTY

40000

250

See Policy for Additional Property and/or Coverages

COVERAGE Occurrence X

LIABILITY

GENERAL AGGREGATE LIMIT (OTHER THAN PRODUCTS COMPLETED OPERATIONS)	LIMITS
PRODUCTS COMPLETED OPERATIONS AGGREGATE LIMIT	2000000
EACH OCCURRENCE LIMIT	2000000
PERSONAL AND ADVERTISING INJURY LIMIT (ANY ONE PERSON ORGANIZATION)	2000000
MEDICAL EXPENSE LIMIT (ANY ONE PERSON)	5000
FIRE DAMAGE LIMIT (ANY ONE FIRE)	50000

Post-It® Fax Note	7871	Date	Ed pages
To	George Landis	From	V.B. Podmaska
Co./Dept.		Co.	
Phone #		Phone #	
Fax #		Fax #	

# CERTIFICATE OF INSURANCE

The company indicated below certifies that the insurance afforded by the policy or policies numbered and described below is in force as of the effective date of this certificate. This Certificate of Insurance does not amend, extend, or otherwise alter the Terms and Conditions of Insurance coverage contained in any policy numbered and described below.

## CERTIFICATE HOLDER:

PRESCRIPTION COMPOUNDING  
SPECIALIST OF RI INC  
1145 RESERVOIR AVE  
SUITE 202  
CRANSTON, RI 02920

## INSURED:

PRESCRIPTION COMPOUNDING  
SPECIALISTS OF RI INC.  
1145 RESERVOIR AVE  
SUITE 202  
CRANSTON, RI 02920

TYPE OF INSURANCE	POLICY NUMBER & ISSUING CO.	POLICY EFF. DATE	POLICY EXP. DATE	LIMITS OF LIABILITY (*LIMITS AT INCEPTION)
LIABILITY	51-BU-283528-3001	03-03-98	03-03-99	
<input checked="" type="checkbox"/> Liability and Medical Expense	NATIONWIDE MUTUAL INSURANCE CO.			Any One Occurrence..... \$ 2,000,000
<input checked="" type="checkbox"/> Personal and Advertising Injury				Included in Above - Any One Person or Organization
<input checked="" type="checkbox"/> Medical Expenses				ANY ONE PERSON ..... \$ 5,000
<input checked="" type="checkbox"/> Fire Legal Liability				Any One Fire or Explosion \$ 50,000
				General Aggregate* ..... \$ 2,000,000
				Prod/Comp Ops Aggregate* . \$ 2,000,000
<input type="checkbox"/> Other Liability				
AUTOMOBILE LIABILITY				
<input type="checkbox"/> BUSINESS AUTO				Bodily Injury (Each Person) ..... \$
<input type="checkbox"/> Owned				(Each Accident) ..... \$
<input type="checkbox"/> Hired				Property Damage (Each Accident) ..... \$
<input type="checkbox"/> Non-Owned				Combined Single Limit .... \$
EXCESS LIABILITY				
<input type="checkbox"/> Umbrella Form				Each Occurrence ..... \$
				Prod/Comp Ops/Disease Aggregate* ..... \$
<input type="checkbox"/> Workers' Compensation and				STATUTORY LIMITS
<input type="checkbox"/> Employers' Liability				BODILY INJURY/ACCIDENT ... \$
				Bodily Injury by Disease EACH EMPLOYEE ..... \$
				Bodily Injury by Disease POLICY LIMIT ..... \$

Should any of the above described policies be cancelled before the expiration date, the insurance company will endeavor to mail written notice to the above named certificate holder, but failure to mail such notice shall impose no obligation or liability upon the company, its agents, or representatives.

DESCRIPTION OF OPERATIONS/LOCATIONS  
VEHICLES/RESTRICTIONS/SPECIAL ITEMS

Effective Date of Certificate: 03-03-1998  
Date Certificate Issued: 03-03-1998

Authorized Representative: VINCENT S. PODMASKA  
Counter Signed at: 1417 ATWOOD AVE.  
JOHNSTON, RI 02919

RECEIVED  
STATE OF RHODE ISLAND  
MAR 5 2 50 PM 1998