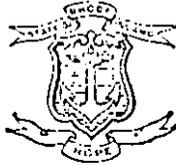


ROBERT F. BURNS  
SECRETARY OF STATE



State of Rhode Island and Providence Plantations  
DEPARTMENT OF STATE  
OFFICE OF THE SECRETARY OF STATE  
PROVIDENCE

July 28, 1980

GENTLEMEN:

You are hereby notified that the Certificate of Incorporation of  
AVON PHARMACY, INC.

will be revoked after sixty (60) days from the date of this notice  
for the reason(s) checked below:

- Failure to file Annual Report(s) for the year(s) 1980  
; Filing fee \$15.00 each.
- Failure to appoint and maintain a Registered Agent in this  
state; filing fee \$10.00.
- Failure to file a Statement of Change of Registered Agent or  
Registered Office, or both; filing fee \$10.00.
- Failure to file any Amendment or any Articles of Merger as  
prescribed by the Corporation Laws of Rhode Island.
- Misrepresentation of facts on any application, report,  
affidavit or other document submitted by such corporation.
- Articles of incorporation procured through fraud.
- Corporation has continued to exceed or abuse its authority.

This notice is given pursuant to the provisions of Section  
7-1.1-87 of the General Laws.

Very truly yours,

FOR INFORMATION CALL

277-3040

Secretary of State

7-1.1-87. Revocation of certificate of incorporation.—The certificate of incorporation of a corporation may be revoked by the secretary of state upon the conditions prescribed in this section when it is established that

- (a) The corporation procured its articles of incorporation through fraud; or  
(b) The corporation has continued to exceed or abuse the authority conferred upon it by law; or  
(c) The corporation has failed to file its annual report within the time required by this chapter, or has failed to pay any fees, when they have become due and payable; or  
(d) The corporation has failed for thirty (30) days to appoint and maintain a registered agent in this state as required by this chapter; or  
(e) The corporation has failed, after change of its registered office or registered agent, to file in the office of the secretary of state a statement of such change as required by this chapter; or  
(f) The corporation has failed to file in the office of the secretary of state any amendment to its articles of incorporation or any articles of merger within the time prescribed by this chapter; or  
(g) A misrepresentation has been made of any material matter in any application, report, affidavit, or other document submitted by such corporation pursuant to this chapter.

No certificate of incorporation of a corporation shall be revoked by the secretary of state unless (1), he shall have given the corporation not less than sixty (60) days notice thereof by mail addressed to its registered office in this state, and (2), the corporation shall fail prior to revocation to file such annual report or pay such fees, or file the required statement of change of registered agent or registered office, or file such articles of amendment or articles of merger, or correct such misrepresentation.

ROBERT F. BURNS  
SECRETARY OF STATE



State of Rhode Island and Providence Plantations  
DEPARTMENT OF STATE  
OFFICE OF THE SECRETARY OF STATE  
PROVIDENCE

July 13, 1979

GENTLEMEN:

You are hereby notified that the Certificate of Incorporation of  
AVON PHARMACY, INC.  
will be revoked after sixty (60) days from the date of this notice  
for the reason(s) checked below:

- Failure to file Annual Report(s) for the year(s) 1979  
; Filing fee \$15.00 each.
- Failure to appoint and maintain a Registered Agent in this  
state; filing fee \$10.00.
- Failure to file a Statement of Change of Registered Agent or  
Registered Office, or both; filing fee \$10.00.
- Failure to file any Amendment or any Articles of Merger as  
prescribed by the Corporation Laws of Rhode Island.
- Misrepresentation of facts on any application, report,  
affidavit or other document submitted by such corporation.
- Articles of incorporation procured through fraud.
- Corporation has continued to exceed or abuse its authority.

This notice is given pursuant to the provisions of Section  
7-1.1-87 of the General Laws.

Very truly yours,

af

FOR INFORMATION CALL  
227-3840

*Robert F. Burns*  
Secretary of State

7-1.1-87. Revocation of certificate of incorporation.—The certificate of incorporation of a corporation may be revoked by the secretary of state upon the conditions prescribed in this section when it is established that

- (a) The corporation procured its articles of incorporation through fraud; or
- (b) The corporation has continued to exceed or abuse the authority conferred upon it by law; or
- (c) The corporation has failed to file its annual report within the time required by this chapter, or has failed to pay any fees, when they have become due and payable; or
- (d) The corporation has failed for thirty (30) days to appoint and maintain a registered agent in this state as required by this chapter; or
- (e) The corporation has failed, after change of its registered office or registered agent, to file in the office of the secretary of state a statement of such change as required by this chapter; or
- (f) The corporation has failed to file in the office of the secretary of state any amendment to its articles of incorporation or any articles of merger within the time prescribed by this chapter; or
- (g) A misrepresentation has been made of any material matter in any application, report, affidavit, or other document submitted by such corporation pursuant to this chapter.

No certificate of incorporation of a corporation shall be revoked by the secretary of state unless (1), he shall have given the corporation not less than sixty (60) days notice thereof by mail addressed to its registered office in this state, and (2), the corporation shall fail prior to revocation to file such annual report or pay such fees, or file the required statement of change of registered agent or registered office, or file such articles of amendment or articles of merger, or correct such misrepresentation.

Avon Pharmacy, Inc.  
268 Thayer Street  
Providence, Rhode Island 02906  
October 16, 1978

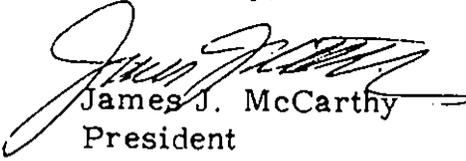
Secretary of State  
State of Rhode Island and Providence Plantations  
State House  
Providence, Rhode Island 02908

Dear Sir:

The failure of Avon Pharmacy, Inc. to file its Annual Reports was due to a misunderstanding between our auditors and ourselves. We assumed that Herscott-Cole, Inc. of 140 State Street, Boston, had filed the required Annual Report along with our State and Federal taxes each year. They assumed that we were taking care of the Annual Reports.

We assure the Secretary of State that henceforth we will be more diligent in making sure these reports are filed annually as required.

Yours truly,

  
James J. McCarthy  
President  
Avon Pharmacy, Inc.

cc: Mr. Kenneth Rampino  
Herscott-Cole, Inc.