

THIS INSTRUMENT WAS PREPARED BY:

Jack B. Levy

Sirote & Permutt, P.C.

2222 Arlington Avenue South

Birmingham, Alabama 35205

STATE OF ALABAMA)

SHELBY COUNTY)

ARTICLES OF INCORPORATION
OF
THE MEDICINE CHEST WELLNESS CENTER, INC.

The undersigned incorporator, does hereby form a corporation under the Alabama Business Corporation Act, and does declare:

ARTICLE I
NAME

The name of the Corporation shall be The Medicine Chest Wellness Center, Inc.

ARTICLE II
PURPOSES

The purposes for which this Corporation is organized are:

(a) To engage in the business to manufacture or otherwise produce, purchase, compound, prepare, and sell all kinds of drugs, chemicals, and medicines; physicians' and surgeon's supplies and goods, and all supplies, appliances, and conveniences required by invalids; paints and the ingredients thereof, dyes, colors, soaps, cosmetics, perfumes, toilet supplies, stationery supplies, novelties, tobacco in all forms, ices, ice cream, confectionary, and soft drinks. To fill prescriptions; maintain news stands, soda fountains, and lunch counters, and in general do everything pertaining to the drug store business.

(b) To engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of Alabama.

The foregoing clauses shall be construed as purposes for which the Corporation is organized, in addition to those powers specifically conferred upon the Corporation by law, and it is hereby expressly provided that the foregoing specific powers shall not be held to limit or restrict in any manner the powers of the Corporation otherwise granted by law.

ARTICLE III
AUTHORIZED SHARES

The total number of shares which the Corporation shall have authority to issue is Five Thousand (5,000) shares of Common of the par value of One and No/100 Dollars (\$1.00) per share, and consisting of one class only.

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ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The location and street address of the initial registered office of the Corporation shall be:

1022 First Street North
Suite 100
Alabaster, Alabama 35007

The name of the Corporation's initial registered agent at said address shall be Larry W. Owens.

ARTICLE V
INITIAL BOARD OF DIRECTORS

The name and address of the person who is to serve as the initial Director until the first annual meeting of shareholders, or until a successor is elected and qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Larry W. Owens	4517 Southlake Parkway Hoover, Alabama 35244-3238

ARTICLE VI
INCORPORATOR

The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Larry W. Owens	4517 Southlake Parkway Hoover, Alabama 35244-3238

ARTICLE VII
DENIAL OF PREEMPTIVE RIGHTS

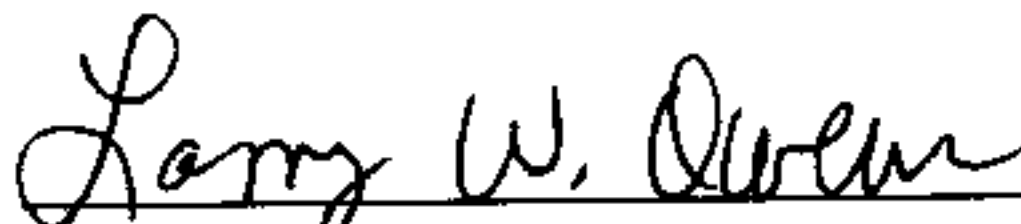
No holder of shares of any class of this Corporation shall, as such holder, have any preemptive rights in, or preemptive rights to purchase or subscribe to, any shares of this Corporation, or any bonds, debentures or other securities or obligations convertible into or exchangeable with any shares of this Corporation, other than such rights of conversion or exchange and such rights under options or warrants or purchase or subscription arrangements, as shall be expressly granted by the Board of Directors or

shareholders at such prices and upon such other terms and conditions as the Board of Directors, in its discretion, or the shareholders may fix or designate.

ARTICLE VIII LIMITATION OF LIABILITY

A director of the Corporation shall not be liable to the Corporation or its shareholders for money damages for any action taken, or any failure to take action, as a director, except for (i) the amount of a financial benefit received by such director to which such director is not entitled; (ii) an intentional infliction of harm by such director on the Corporation or its shareholders; (iii) a violation of Section 10-2B-8.33 of the Code of Alabama of 1975 or any successor provision to such section; (iv) an intentional violation by such director of criminal law; or (v) a breach of such director's duty of loyalty to the Corporation or its shareholders. If the Alabama Business Corporation Act, or any successor statute thereto, is hereafter amended to authorize the further elimination or limitation of the liability of a director of a corporation, then the liability of a director of the Corporation, in addition to the limitations on liability provided herein, shall be limited to the fullest extent permitted by the Alabama Business Corporation Act, as amended, or any successor statute thereto. The limitation on the liability of directors of the Corporation contained herein shall apply, except to the extent prohibited by law, to liabilities arising out of acts or omission occurring prior to the adoption of this Article VIII. Any repeal or modification of this Article VIII by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the liability of a director of the Corporation existing at the time of such repeal or modification.

THE UNDERSIGNED, being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to the Alabama Business Corporation Act, has executed the foregoing Articles of Incorporation on this 28th day of JAN, 1999.



Larry W. Owens

(INCORPORATOR)

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

The Medicine Chest Wellness Center, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Beverly Sasser, 2222 Arlington Avenue South, Birmingham, AL 35205 for a period of one hundred twenty days beginning January 25, 1999 and expiring May 26, 1999.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

January 25, 1999

Date



Jim Bennett

Secretary of State

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