

STATE OF ALABAMA

DOMESTIC FOR-PROFIT CORPORATION

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION GUIDELINES

INSTRUCTIONS

STEP 1: IF CHANGING THE CORPORATION'S NAME, CONTACT THE OFFICE OF THE SECRETARY OF STATE AT (334) 242-5324 TO RESERVE A CORPORATE NAME.

STEP 2: FILE THE ORIGINAL AND TWO COPIES IN THE JUDGE OF PROBATE'S OFFICE WHERE THE ORIGINAL ARTICLES OF INCORPORATION ARE FILED. (IF THE AMENDMENT CHANGES THE NAME, THE CERTIFICATE OF NAME RESERVATION MUST BE ATTACHED.) IF CHANGING THE NAME, THE SECRETARY OF STATE'S FILING FEE IS \$10. TO VERIFY JUDGE OF PROBATE FILING, PLEASE CONTACT THE JUDGE OF PROBATE'S OFFICE.

PURSUANT TO THE PROVISIONS OF THE ALABAMA BUSINESS CORPORATION ACT, THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT.

Article I The name of the corporation:
Pharmacy South

Article II The following amendment was adopted in the manner provided for by the Alabama Business Corporation Act:
Craig Jackson sells to Shawn Callahan
all shares of stock (1,000) for value of
one hundred dollars.

Article III The amendment was adopted by the shareholders or directors in the manner prescribed by law on August 01, 2002

Article IV The number of shares outstanding at the time of the adoption was 1,000; the number of shares entitled to vote thereon was 1,000. If the shares of any class are entitled to vote thereon as a class, list the designation and number of outstanding shares entitled to vote thereon of each such class:

Article V The number of shares voted for the amendment was 1,000 and the number of shares voted against such amendment was 0. (If no shares have been issued attach a written statement to that effect.)

Date: 8-01-02

Printed Name and Business Address of Person Preparing this Document:

Susan Callahan
240 Co Rd 100
Montevallo AL 35115

Shawn E. Callahan
Type or Print Corporate Officer's Name and Title

[Signature]
Signature of Officer

STATEMENT OF UNANIMOUS WRITTEN CONSENT
TO ACTION TAKEN IN LIEU OF THE ANNUAL MEETING
OF THE DIRECTORS
OF

Pharmacy South, Inc.

The undersigned, being all the directors of Pharmacy South, Inc., a Alabama corporation (the "Corporation"), in lieu of the annual meeting of the directors, do hereby take the following actions in the name of and on behalf of the Corporation:

RESOLVED, that the following persons be, and they hereby are, appointed as directors of the Corporation, to hold office (unless sooner removed in the manner provide by law) until the next annual meeting of the directors and until their successors are duly appointed and qualified:

Shawn Callahan

RESOLVED, that all the acts, actions and things done for, in the name of, and on behalf of the Corporation by its officers and directors since the last annual meeting of the corporation be, and they hereby are, in all respects, approved, ratified and confirmed.

IN WITNESS WHEREOF, the undersigned have executed this Consent as of August 01,2002.



Craig Jackson

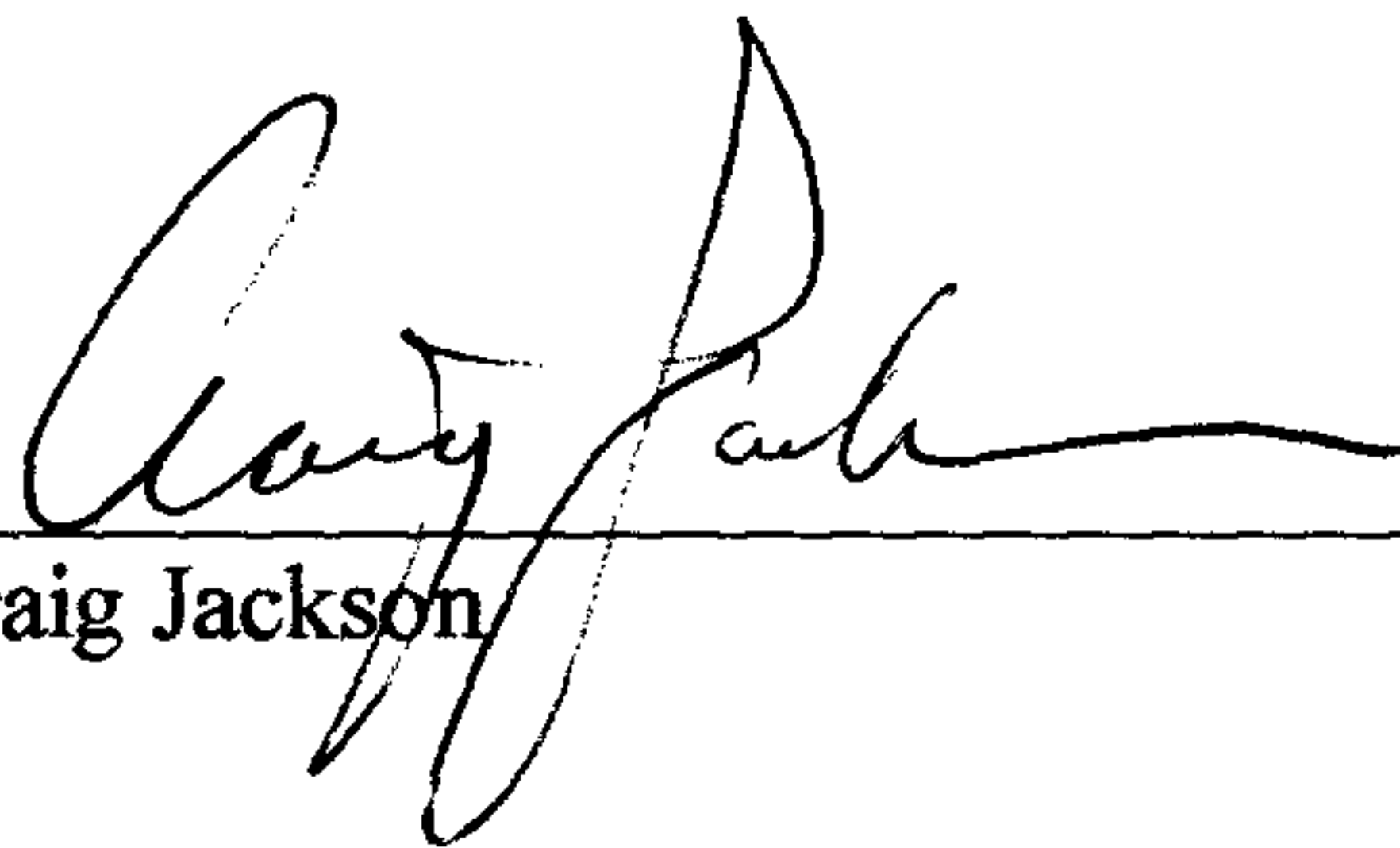
ACTION BY INCORPORATOR

The undersigned, Craig Jackson, being the sole incorporator of Pharmacy South (the "Corporation"), in accordance with governing law, does hereby take the following action:

The undersigned hereby elects the following persons to be directors of the corporation, to serve until the first annual meeting of stockholders or until their successors are elected and qualified: Shawn Callahan.

The undersigned hereby waives all right, title and interest in and to any stock or property of the Corporation and any right in the management thereof arising out of or connected with performing duties as incorporator.

Dated: 08/01/02



Craig Jackson