

ARTICLES OF INCORPORATION  
OF  
Fidelity Rx, INC.

The undersigned, desiring to form a corporation pursuant to the laws of the State of Alabama, do hereby make and file these Articles of Incorporation as follows:

I.

The name of the corporation shall be Fidelity Rx, Inc.

II.

The location of the principal office of the corporation shall be 5130 Cyrus Circle, Birmingham, AL 35242.

III.

The nature of the business and the object and the purposes for which this corporation is formed are and include, as fully and to the same extent as natural persons might or could do, subject only to such limitations and restrictions as are placed on corporations under and by virtue of the Laws of the State of Alabama, the following:

a. To engage in the sale of prescription-type drugs and supplies via internet marketing and mail order.

b. To take, own, hold, deal in, mortgage or otherwise give lien against and to lease, sell, buy, exchange, transfer and, in any manner, dispose of or deal with real property of every class or description, and any and all interest therein, both within and without the State of Alabama.

c. To manufacture, purchase or otherwise acquire, in any lawful manner, and hold, own, mortgage, pledge or otherwise to give liens against and to lease sell, assign, exchange, transfer, or in any manner, dispose of, to deal and trade in and with, and to invest in goods, wares, merchandise and property of any and every class and description, both within and without the State of Alabama, and in any part of the world.

d. For any of the purposes of the corporation and without any limitation as to amount, to borrow and raise monies, to draw, make, accept, endorse, discount, execute, pledge, issue, sell or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds and other instruments, and other evidence of indebtedness, (whether or not transferable) whether secured by mortgage or otherwise, either alone or jointly with any other person or corporation; to confer upon

the holders of any of its obligations such rights, powers and pledges as from time to time might be deemed advisable by the Board of Directors, except as may be specifically prohibited by law; to lend money with or without collateral or other security.

e. To enter into, make and perform contracts of every kind for any lawful purpose with any person, firm, association, corporation, municipality or body politic.

f. To purchase, insofar as the same may be done without impairing capital of the corporation, except as otherwise permitted by law, and to hold, pledge, and reissue shares of its own capital stock, as determined by the Board of Directors.

g. To do any and all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors, trustees or otherwise, act either alone or in the company of others.

h. In general, to carry on any other business in connection therewith and to do all things not forbidden by the laws of the State of Alabama and with all the powers conferred upon corporations by the laws of the State of Alabama. It is the intention that each of the objects, purposes and powers specified in each of the paragraphs of this third article of these Articles of Incorporation shall, except where otherwise specified, be in no way limited or restricted articles, but that the objects, purposes and powers specified in this article and in each of the articles and paragraphs of these Articles of Incorporation shall be regarded as independent objects, purposes, and powers and shall not be construed to restrict, in any manner, the general powers and terms of this corporation nor shall the expression of any one thing be deemed to exclude another, although it be of like nature.

#### IV.

The amount of the total authorized capital of this corporation shall be One Thousand Dollars (\$1000.00), divided into One Hundred (100) shares of common stock of the par value of Ten Dollars (\$10.00) per share.

#### V.

The name of the registered agent for service of process is Charles M. Thompson, and the address of the registered office and registered agent of the corporation is 5130 Cyrus Circle, Birmingham, AL 35242.

#### VI.

The name and post office address of the incorporator and the number of shares subscribed for is as follows:

<u>INCORPORATOR</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
<u>Charles M. Thompson</u>	<u>5130 Cyrus Circle</u> <u>Birmingham, AL 35242</u>	45
<u>Chase Thompson</u>	<u>6017 May Ave.</u> <u>Pinson, AL 35126</u>	10
<u>W. Jeff Honea</u>	<u>16724 Hwy 280</u> <u>Chelsea, AL 35043</u>	45

VII.

The duration of the corporation shall be perpetual.

VIII.

The initial Board of Directors shall consist of one (3) directors. The names and addresses of the directors chosen for the first year are as follows:

<u>DIRECTOR</u>	<u>ADDRESS</u>
<u>Charles M. Thompson</u>	<u>5130 Cyrus Circle</u> <u>Birmingham, AL 35242</u>
<u>Chase Thompson</u>	<u>6017 May Ave.</u> <u>Pinson, AL 35126</u>
<u>W. Jeff Honea</u>	<u>16724 Hwy 280</u> <u>Chelsea, AL 35043</u>

IX.

The names and addresses of the officers chosen for the first year are as follows:

<u>OFFICER</u>	<u>ADDRESS</u>	<u>TITLE</u>
<u>Charles M. Thompson</u>	<u>5130 Cyrus Circle</u> <u>Birmingham, AL 35242</u>	President - Treasurer
<u>W. Jeff Honea</u>	<u>16724 Hwy 280</u> <u>Chelsea, AL 35043</u>	Vice-President
<u>Chase Thompson</u>	<u>6017 May Ave.</u> <u>Pinson, AL 35126</u>	Secretary


X.

The power to manage and control the corporation shall be vested in the Board of Directors, subject to the By-Laws, rules and regulations adopted by the stockholders of the corporation.

XI.

No contract or other transaction between the corporation and any other firm, individual or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of this corporation is interested in or a member of, stockholder, director or officer of any such firm or corporation; and any director or officer, individually or jointly, may be a party to or interested in any contract or transaction of this corporation, and no contract, act or transaction of this corporation with any person, firm or corporation shall be affected or invalidated by reason of the fact that any director or officer of this corporation is a party to or interested in said contract.

**IN WITNESS WHEREOF**, the undersigned, for the purpose of forming a corporation under the laws of the State of Alabama do make, file and record these Articles of Incorporation and do certify that the facts herein stated are true and have, accordingly, hereunto set their hands and seals on the date set opposite their names.

  
Charles M. Thompson, Incorporator

STATE OF ALABAMA     )  
SHELBY COUNTY        )

I, the undersigned, a Notary Public, in and for said County and said State, hereby certify that Charles M. Thompson, whose name is signed to the foregoing Articles of Incorporation, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he executed the same voluntarily on the date the same bears date.

GIVEN under my hand and official seal this the 2 day of February, 2005.

  
NOTARY PUBLIC

**My Commission Expires:  
November 17, 2008**

Nancy L. Worley  
Secretary of State

P.O. Box 5616  
Montgomery, AL 36103-5616

# STATE OF ALABAMA

I, Nancy L. Worley, 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:

**FidelityRx, Inc.**

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Charles M Thompson, 5130 Cyrus Circle, Birmingham, AL 35242 for a period of one hundred twenty days beginning January 5, 2005 and expiring May 6, 2005.

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 5, 2005

Date

A handwritten signature in cursive script, reading 'Nancy L. Worley', written over a horizontal line.

Nancy L. Worley

Secretary of State