


**ARTICLES OF INCORPORATION
OF
ALABASTER DRUGS, INC.**

An Alabama Corporation

**TO THE HONORABLE JUDGE OF PROBATE
OF SHELBY COUNTY ALABAMA:**


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Shelby Cnty Judge of Probate, AL
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The undersigned, for the purpose of filing these articles of incorporation pursuant to the provisions of the Code of Alabama (1994) § 10-2B-10.01 et seq., hereby certifies the following:

I. NAME AND DATE OF ADOPTION

The name of the Corporation shall be: **ALABASTER DRUGS, INC.**

This Corporation shall be a: **SUB-CHAPTER S CORPORATION.**

These Articles of Incorporation shall become effective on the date of filing with the Office of the Judge of Probate for Shelby County.

II. DURATION

(a) The duration of the Corporation shall be perpetual.

(b) The Corporation shall continue as a separate entity independent of its shareholders for all purposes during the period of time of its existence and shall continue notwithstanding the death, insanity, incompetence, conviction for felony, resignation, withdrawal, transfer of shares of stock, retirement or expulsion of any one or more of the shareholders, or any other event which under the laws of the State of Alabama and under like circumstances would work a dissolution of a corporation, it being the intention hereof that this Corporation shall have continuity of life independent of the life or status of its shareholders.

III. PURPOSE

The purpose for which the Corporation is organized is for the sale of prescription and over-the-counter medications (i.e., a pharmacy), general store goods and products, and to transact any or all lawful businesses for which business corporations may be incorporated in accordance with the laws of Alabama.

IV. GOVERNING LAW AND POWERS

The Corporation shall be governed by the "Alabama Business Corporation Act," Code of Alabama, §10-2B-1.01 et seq., including all amendments thereto. The Corporation shall have all the powers and privileges necessary or convenient to effectuate its purposes, including those enumerated in the Alabama Business Corporation Act. The powers of the Corporation pursuant to the laws of Alabama, without limitation, include the following:

- (a) To purchase, acquire, hold, improve, sell, convey, assign, exchange, release, mortgage, encumber, lease, hire, and deal in real and personal property of every kind and character insofar as the same shall be necessary or appropriate in connection with the lawful purposes of the Corporation;
- (b) To enter into, make and perform, in its own name, contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, county, state, territory, government, governmental subdivision, or body politic;
- (c) To sue and be sued as an independent entity;
- (d) To borrow and lend money, without security, or upon the giving or receipt of such security as the Board of Directors of this Corporation may deem advisable by way of mortgage, pledge, transfer, assignment, or otherwise, of real and personal property of every nature and description, or by way of guaranty, or otherwise, and to enter into revolving credit agreements or other loan agreements of any kind with banks or other finance or institutional investors;
- (e) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments;
- (f) To issue bonds, debentures or other securities or obligations and to secure the same by mortgage, pledge, deed of trust or otherwise;
- (g) To purchase, take, receive, redeem or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares of stock, and its bonds, debentures, notes, scrip or some other security or evidence of indebtedness, and to hold, sell, transfer or reissue the same;
- (h) To enter into any pension, profit sharing or stock option plans or other projects for the assistance and welfare of its directors, officers and employees;
- (i) To acquire, hold, use, sell, assign, lease or grant licenses in respect of mortgages or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of the Corporation;
- (j) To acquire bonds or shares of stock of the Corporation or any other corporation;



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(k) To acquire the good will, rights, assets and property, and to undertake or assume in whole or any part of the obligations or liabilities of any person, firm, partnership, association, professional association, professional corporation or corporation;

(l) To endorse, lend its credit to, or otherwise guarantee, or obligate itself for, or pledge or mortgage all or any part of its properties for the payment of the principal and interest, or either, on any bonds, debentures, notes, scrip, coupons, or other obligations or evidences of indebtedness, or the performance of any contract, mortgage, or obligation, or any other corporation or association, domestic or foreign or of any person, firm, partnership or joint venture;

(m) To enter into any lawful and ethical arrangements for sharing of expenses or profits, union of interest, reciprocal concession, or cooperation, as partner (general or limited), member, manager, joint venturer, or otherwise, with any person, partnership, limited liability company, corporation, association, combination, organization, entity or other body whatsoever, domestic or foreign, carrying on or proposing to carry on, or any business or transaction deemed necessary, convenient or incidental to the carrying out of any of the objects of this Corporation;

(n) To lend money and use its credit to assist its employees;

(o) To have one or more offices to carry on all of the Corporation's operations and business without restriction or limit as to amount, in any of the states, districts, territories or possessions of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, possession, or country;

(p) To do any and all of the things herein set out and such other things as are incidental or conducive to the attainment of the objects and purposes of this Corporation, to the same extent as natural persons might or could do and in any part of the world, as principal, factor, agent, contractor, or otherwise, either alone or in conjunction with any person, firm, association, partnership, limited liability company, corporation or any entity of whatsoever kind, and to do any and all such acts and things and to have and exercise any and all such powers to the full extent authorized or permitted to a corporation under any laws that may now or hereafter be applicable or available to this Corporation.

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

V. INITIAL REGISTERED OFFICE AND AGENT

The location and mailing address of the initial registered office of the Corporation, and the name of its initial registered agent at such address are as follows:

**ARLEN REYNOLDS
230 EL CAMINO REAL
CHELSEA, AL 35043**

VI. CAPITAL STOCK

(a) The aggregate number of shares of stock which the Corporation shall have authority to issue is One Hundred (100) shares of common stock of the par value of One United States Dollar (\$1.00) per share;

(b) The Corporation may from time to time issue its shares of stock for such consideration (not less than the par value respecting shares having a par value) as may be fixed from time to time by the Board of Directors and may receive in payment thereof, in whole or in part, money, labor done, services actually performed or real or personal property (tangible or intangible). In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of the consideration received for shares shall be conclusive. Any and all shares so issued for which the consideration so fixed shall have been paid or delivered shall be deemed fully paid stock and shall not be liable to any further call or assessment thereon and the holders of such shares shall not be liable for any further payment in respect thereof;

(c) The Corporation may, from time to time, lawfully enter into any agreement to which all or less than all of the holders of record of the issued and outstanding shares of its capital stock shall be parties, restricting the transfer of any or all shares of its capital stock represented by certificates therefor upon such reasonable terms and conditions as may be approved by the Board of Directors of this Corporation;

(d) The Corporation may create and issue, whether or not in connection with the issuance and sale of any of its shares or other securities, rights or options entitling the holders thereof to purchase from the Corporation shares of any class or classes of its stock;

(e) The Corporation shall have a lien on the shares of its shareholders for any debt or liability incurred to it by such shareholders before notice of transfer of or levy on such shares, which lien may be exercised by cancellation, forfeiture, or public or private sale, upon reasonable notice, of such shares which remedies are cumulative to an action to enforce payment or other remedies provided by law;

(f) All persons who shall acquire stock in this Corporation shall acquire it subject to the provisions of these Articles of Incorporation. So far as not otherwise expressly provided by the laws of the State of Alabama, the Corporation shall be entitled to treat the person or entity in

whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to or interest in said share on the part of any other person, whether or not the Corporation shall have notice thereof;

(g) No shareholder shall be entitled as a matter of right to subscribe for, purchase, or receive any shares of stock, or other securities convertible into stock, of the Corporation which it may issue or sell whether out of the number of shares thereof, but any such additional shares of stock or other securities may be issued and disposed of by the Board of Directors to such persons and upon such terms as in its absolute discretion it may deem advisable. No shareholder of any shares of stock shall have any preemptive rights with respect to the issuance of any class of stock including treasury shares;

(h) The Corporation may purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares.

VII. DIRECTORS AND OFFICERS

(a) The business and affairs of the Corporation shall be managed by its Board of Directors which shall consist of two (2) directors. The number of directors may be changed as provided in the Bylaws of the Corporation, but no decrease shall have the effect of shortening the term of any incumbent director.

(b) The member(s) of the Board of Directors shall be elected at the annual meeting of the shareholders and shall hold office for one (1) year until the next annual meeting of shareholders or until successors have been duly elected and qualified.

(c) In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is hereby expressly authorized:

(i) The power to adopt, alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors and the shareholders or either of them, provided, however, that the Board of Directors may not alter, amend or repeal any Bylaw establishing what constitutes a quorum at shareholders' meetings or which was adopted by the shareholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors, or which is not otherwise permitted by applicable law to be altered, amended or repealed solely by the action of the Board of Directors;

(ii) To fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part of any accumulated profits shall be declared and paid as dividends; to determine the date or dates for the declaration and payment of dividends; and to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in;

- (iii) To take any action required or permitted to be taken by the Board of Directors at a meeting or without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors;
- (iv) To ratify and approve any action taken by or on behalf of the Corporation's employees, agents, officers, directors or any other party, and, upon such ratification and approval, any such actions so taken shall be effective for and as the act of the Corporation as though such act had been adopted and approved by the Board of Directors at the time such action was taken;
- (v) The Corporation may, in its Bylaws, confer powers upon the Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon directors by statute.
- (d) The name and address of the person who shall serve as the initial member(s) of the Board of Directors of the Corporation until the first meeting of shareholders is as follows:
- ARLEN REYNOLDS
230 EL CAMINO REAL
CHELSEA, AL 35043**
- (e) Members of the Board of Directors need not be shareholders of the Corporation.
- (f) The officers of the Corporation shall include a President, Secretary, Treasurer and such other officers as the Board of Directors may from time to time determine.
- (g) The President shall have authority to execute all deeds, mortgages, bonds and other contracts requiring a seal, under the seal of the Corporation. The Secretary or any Assistant Secretary shall have authority to affix this seal to instruments requiring it, and attest the same.
- (h) The officers of the Corporation need not be members of the Board of Directors.
- (i) No contract or other transaction between the Corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of its directors are directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, if the contract or transaction is fair and reasonable to the Corporation and if either:
- (i) The fact of such relationship or interest is disclosed to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

- (ii) The fact of such relationship or interest is disclosed to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent.

VIII. MAJORITY VOTE

Notwithstanding anything to the contrary herein or in the Bylaws of the Corporation, and subject to the limitations of the Constitution of Alabama of 1901 as the same may be amended from time to time, the Corporation may sell, lease, exchange or otherwise dispose of all, or substantially all, or its property (with or without goodwill), otherwise than in the usual and regular course of business on the terms and conditions and for the consideration determined by the Corporation's board of directors, if the board of directors proposes and the shareholders approve the proposed transaction; provided, however, that such proposed transaction be approved by a majority of all the votes entitled to be cast on the transaction by each voting group of shareholders entitled to vote thereon.

IX. EXCULPATION OF DIRECTORS

To the extent permitted by the laws of the State of Alabama, no director shall be liable to the Corporation or its shareholders for money damages for any action taken, or any failure to act, as a director, except liability for:

- (a) The amount of a financial benefit received by a director to which he or she is not entitled;
- (b) An intentional infliction of harm on the Corporation or the shareholders;
- (c) An intentional violation of criminal law; or
- (d) A breach of the director's duty of loyalty to the Corporation or its shareholders.

X. CORPORATE OPPORTUNITY

A Director shall devote such time and effort to the Corporation as may be reasonably necessary to discharge his or her duties under the bylaws of the Corporation. Nothing contained in the Corporation's bylaws shall be construed,

- (i) to constitute any Director as the general agent of any other Director, or
- (ii) to limit, in any manner, the Directors and their respective affiliates from carrying on or investing in any business or activity, including, without limitation, any business opportunity which includes any enterprise which is competitive with or otherwise within the line of business of the Corporation and which the Corporation may be interested in pursuing and financially able to undertake (hereinafter "Business Opportunity"). Each Director specifically acknowledges and consents to the right of each other Director and his or her affiliates to pursue any investment or participation in any Business Opportunity, without first being

required to offer the same to the Corporation for its own benefit. Each Director hereby waives, releases, and relinquishes any claim he or she may have against any other Director, and against such Director's affiliates, under any "corporate opportunity" doctrine or other legal or equitable principal of law arising with respect to or in connection with the pursuit of any Business Opportunity by any other Director or his or her affiliate(s).

XI. INCORPORATORS

The names and addresses of the Incorporators are as follows:

**ARLEN REYNOLDS
230 EL CAMINO REAL
CHELSEA, AL 35043**

XII. AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon officers, directors and shareholders herein are granted subject to this reservation, provided, however, that no such amendment, alteration, change or repeal shall be effective without the approval of a majority of the holders of the common shares of stock and that no such amendment, alteration, change or repeal upon which the holders of any class of common stock shall be entitled to vote as a class shall be effective without the approval of a majority of the holders of that class of common stock.

IN WITNESS THEREOF, the undersigned Incorporator hereunto subscribes his/her name to these Articles of Incorporation and executes the same on this the 9th day of June, 2009.

ARLEN B. REYNOLDS
Name of Incorporator (Print)

[Signature]
Signature of Incorporator

Name and Business Address of
Person Preparing this Document:

ANDREW R. SALSER, ESQUIRE
ANDREW R. SALSER, P.C.
P.O. BOX 457
CHELSEA, ALABAMA 35043



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Beth Chapman
Secretary of State

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

STATE OF ALABAMA

I, Beth Chapman, 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:

Alabaster Drugs, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Andrew Salser, PO BOX 457, Chelsea, AL 35043 for a period of one hundred twenty days beginning May 27, 2009 and expiring September 25, 2009.



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.

May 27, 2009

Date

Beth Chapman

Beth Chapman

Secretary of State