

STATE OF ALABAMA
COUNTY OF SHELBY

ARTICLES OF INCORPORATION
FOR
MOUNT LAUREL APOTHECARY, INC.

We, the undersigned, for the purpose of forming a Corporation under the laws of the State of Alabama, do hereby certify to and sign this Certificate of Incorporation.

ARTICLE I

The name of the corporation shall be **Mount Laurel Apothecary, Inc.**

ARTICLE II

The period for the duration of the corporation shall be perpetual.

ARTICLE III

The objects for which the corporation is formed and the general nature of the business to be transacted by said corporation within the State of Alabama, and any other states and in any part of the world, shall be and are as follows:

(a) To conduct a pharmacy and drug store business;

(b) To invest in, buy, own, hold, sell, convey, lease, mortgage, pledge, exchange and otherwise dispose of property of all kinds, real, personal and mixed, including stocks, bonds, and securities issued or created by an organization in any state or country, and whether now or hereafter organized and including rights, easements, and incorporeal hereditaments appurtenant thereto, and including patents, patent rights, and processes, copy rights, water rights, permits, privileges, franchises and licenses; and while the owner of any property, to exercise all the rights, powers, and privileges of ownership to the same extent as natural persons might do, including the right to vote the stock of other corporations owned by it.

(c) To become a member of and enter into any partnership or agreement for sharing profits with any person, firm or corporation.

(d) To borrow money and to secure the same, together with any monies otherwise owing, by the issuance of mortgage debentures, bonds, deeds, notes or other obligations therefor.

(e) To lend money, to employ its surplus earnings or accumulated profits in the purchase or acquisition of its capital stock or obligations, from time to time as its directors may determine, and to hold the same in its treasury or thereafter to be retired, sold, issued or disposed of when and in such manner as

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the directors may deem expedient.

(f) To enter into, make, perform and carry out contracts of every kind for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, town, city, country, parish, state, territory or government.

(g) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants debentures, and other negotiable or transferable instruments.

(h) To act as indemnitor and to indemnify any corporation, association or individual.

(i) To guarantee the payment of dividends upon any shares of stock or, or the performance of any contracts by any other corporation, association or individual, and to endorse or otherwise guarantee the payment of the principal and interest, of either, of any bonds, debentures, notes, securities, or other evidences of indebtedness created or issued by any other corporation, association or individual.

(j) To have, exercise and enjoy all powers now and hereafter conferred upon corporations by the laws of the State of Alabama.

(k) To carry on any or all of its business of investing and reinvesting and to promote its objects without restriction as to any of the powers herein set forth, to the same extent as natural person might or could do to the full extent not prohibited by law, as principals, agents, contractors, or otherwise, alone, or in the company with others, and to do and perform all other things and acts as may be necessary, profitable or expedient in carrying on any of the businesses or acts above named.

ARTICLE IV

The total number of shares of stocks which the corporation shall have the authority to issue shall be one hundred (100) shares of common stock with a par value of ten dollars and NO/100th cents per share. The total common stock with which the corporation shall begin business shall be 100 with a ten dollars and NO/100th cents par value. There shall be no other class of shares, and there shall be no priority or preference among the holders of the shares of common stock.

ARTICLE V

The stockholders of this corporation shall have the preemptive right to subscribe to any of the shares of the capital stock authorized to any of the shares of the incorporation or to any and all issues of stock, regardless of class, subsequently

authorized and the Board of Directors is authorized in its discretion to issue all stock of this corporation to the Certificate of Incorporation and any amendment thereto in such amounts and for such considerations as from time to time shall be determined by the Board of Directors and as may be permitted by Law.

The location and mailing address of the place of business of this corporation shall be: 15 Mount Laurel Avenue, Birmingham, Alabama 35232

ARTICLE VI

The registered agent for the corporation authorized to receive service of process with their mailing address shall be Mr. Brad Jackson, 15 Mount Laurel Avenue, Birmingham, Alabama 35232

ARTICLE VII

The names and address of the officers chosen for the first year and until their successors are elected and qualified are as follows:

**BRAD JACKSON
DARREN MORTEN**

**PRESIDENT
SECRETARY AND TREASURER**

ARTICLE VIII

The name and address of the directors chosen for the first year and until their successors are elected and qualified are as follows:

Brad Jackson	15 Mount Laurel Avenue, Birmingham, Alabama 35232
Darren Morten	15 Mount Laurel Avenue, Birmingham, Alabama 35232

ARTICLE IX

The name and post office address of the incorporator and the number of shares subscribed by them are as follows:

**Brad Jackson
15 Mount Laurel Avenue
Birmingham, Alabama 35232**

50 shares

**Darren Morten
15 Mount Laurel Avenue
Birmingham, Alabama 35232**

50 shares

ARTICLE X

The by-laws of the corporation shall contain provisions for the regulation and management of the internal affairs of the

corporation not inconsistent with any provisions of the Certificate of Incorporation and not inconsistent with the laws of the State of Alabama. The initial by-laws of the corporation shall be adopted by the stockholder and the by-laws shall be subject to alteration, amendment or repeal by the affirmative vote of the holder of a majority share of the common stock present in person or by proxy at any annual or special meeting of the stockholders.

ARTICLE XI

The business and affairs of the corporation shall be under the management and control of the Board of Directors. In the event of the death or resignation of a director, the remaining directors shall have the authority to elect a successor. All officers and directors shall hold office until their successors are elected and qualified, in accordance with the by-laws.

(a) In furtherance and not in limitation to the general powers conferred by the laws of the State of Alabama, the Board of Directors except where stockholder action is required by law, is expressly authorized to make, alter or repeal the By-laws of the corporation; the Board of Directors is empowered to authorize and cause to be executed deeds and other conveyances of all or any part of the real and personal property of the corporation and to authorize and cause to be executed mortgages and liens upon all or any of the real and personal property of the corporation.

(b) The President shall be empowered to draw, make, accept, endorse, discount, execute and issue deeds, leases, mortgages, promissory notes, drafts, bills of exchange, warrants, debentures, and other negotiable or transferable instruments, in and on behalf of the corporation upon passage of a resolution of the remaining officer or officers of the Board of Directors.

(c) No contract or other transaction between the corporation and any other firm, organization or corporation, whether or not either corporation shall own the majority of the shares of the capital stock of the other, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any contract or transaction of this corporation, provided the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such director of such corporation or not so interested.

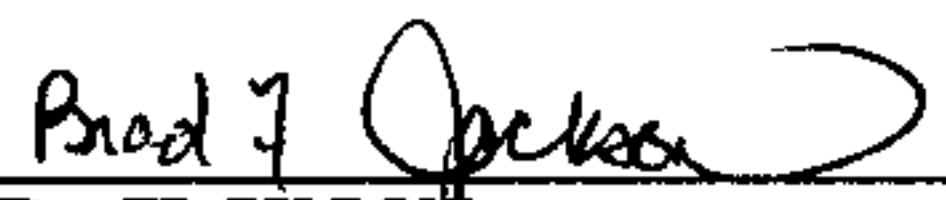
(d) Any person made a party to any action, suit or proceeding by reason of the fact that he, his testator or intestate, is or was a director or officer of this corporation, shall be indemnified by the corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such director or officer is liable for bad faith or misconduct, in the performance of his duties, unless otherwise waived by the director as provided under Alabama law.

The signature of the President in attesting any document shall be sufficient.


ARTICLE XII

The dates on which the stockholders annual meeting shall be held, the number of directors and their qualifications and terms of office, and the terms and qualifications of office of the officers, and the power and duties of the officers shall be fixed by the by-laws of the corporation. Compensation of officers shall be fixed by the Board of Directors, other offices than those named herein may be created by the By-laws and filled by the Board of Directors. The corporation shall have the power to make By-laws for the regulation and government of the corporation, its agents, servants, and officers, and for all other purposes not inconsistent with the constitution and the laws of the State of Alabama. All corporate power shall be exercised by the Board of Directors except as otherwise provided by statute or by this Certificate.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto affixed their signatures to this Articles of Incorporation this the 18th day of February, 2002.



BRAD JACKSON



DARREN MORTEN

STATE OF ALABAMA

COUNTY OF Jefferson

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

Given under my hand and official seal this the 19 day of February, 2002.

Sheila Sharpe Kimbrough
NOTARY PUBLIC

Commission Expires: 6-10-2003

STATE OF ALABAMA

COUNTY OF Jefferson

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

Given under my hand and official seal this the 20th day of February, 2002.

Peggy R. Dixon
NOTARY PUBLIC

Commission Expires: 3-19-2003

STATE OF ALABAMA

COUNTY OF Jefferson

STATEMENT OF SUBSCRIPTIONS

Before me, the undersigned authority, personally appeared BRAD JACKSON, the person designated by the incorporators of MOUNT LAUREL APOTHECARY, INC. to receive subscriptions to the capital stock of said Corporation, who being duly sworn, says on oath that One Thousand and NO/100 (\$1,000.00) Dollars of the capital stock has been subscribed for and has been paid for in full in the manner set out in the subscriptions list and that the following is a true and correct copy of the subscription list of said Corporation.

MOUNT LAUREL APOTHECARY, INC.

I, the undersigned, **BRAD JACKSON**, in consideration of the subscriptions hereby made, do hereby severally subscribe to and agree to take and pay for in the manner herein specified, at part, the number of shares of the capital stock of MOUNT LAUREL APOTHECARY, INC. (a corporation to be organized by me) for the par value of ten dollars and NO/100th cents each, set opposite my respective signature.

NAME	NO. OF SHARES	HOW PAYABLE
BRAD JACKSON	50 SHARES	CASH OR IN KIND
DARREN MORTON	50 SHARES	CASH OR IN KIND

Brad Jackson
BRAD JACKSON

SWORN TO and SUBSCRIBED before me on this the 19th day of February, 2002.

Shila Sharpe-Kinbrough
NOTARY PUBLIC

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:

Mount Laurel Apothecary, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Lee Sims, 141 West Columbus St, Dadeville, AL 36853 for a period of one hundred twenty days beginning February 1, 2002 and expiring June 2, 2002.

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.

February 1, 2002



Date

Jim Bennett

A handwritten signature in black ink that reads 'Jim Bennett'.

Secretary of State

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