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TALLAHASSEE, FLORIDA

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CT Corporation System
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Tallahassee, FL 32301
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DATE: 8/29

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-08/29/00--01049--009
*****35.00 *****35.00

Corporation(s) Name

Miami Beach ProCare Pharmacy, Inc
CN TO: TAFT STREET CVS, Inc

Profit Amendment Merger
 Nonprofit

Foreign Dissolution Mark
 LLC Withdrawal

Limited Partnership UBR Other
 Reinstatement Fictitious Name Ch. RA
 UCC 1 or 3

***Special Instructions**

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G. COULLETTE AUG 29 2000

Jeffrey Butterfield

Thank You!

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Miami Beach ProCare Pharmacy, Inc.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

1. The name of the corporation is Taft Street CVS, Inc.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

n/a

THIRD: The date of each amendment's adoption: 7/31/00

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 15th day of August, 2000

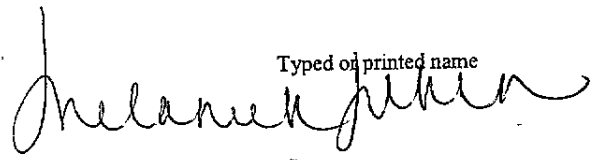
Signature 
 (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)


 Typed or printed name
Melanie K. Luker, Assistant Secretary
 Title