

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

FRANCES JONES MILLS
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF AUTHORITY OF

WILCOX DRUG COMPANY, INCORPORATED

I, FRANCES JONES MILLS, Secretary of State of the Commonwealth of Kentucky, do hereby certify that duplicate originals of an application of

WILCOX DRUG COMPANY, INCORPORATED

BOONE, NC

for a Certificate of Authority to transact business in this Commonwealth, duly signed and verified pursuant to the Provisions of Kentucky Revised Statutes Chapter 271A have been received in this office and comply to said statutes.

Accordingly, as Secretary of State, and by virtue of the authority vested in me by law, I do hereby issue this Certificate of Authority to transact business in this Commonwealth under the name of

WILCOX DRUG COMPANY, INCORPORATED



SECRETARY OF STATE

Witness my official signature and seal of office this 12TH
day of JULY, 19 82 at Frankfort, Kentucky.

Frances Jones Mills
SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

THELMA L. STOVALL
Secretary



ORIGINAL COPY FILED
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

JUL 12 1982

Franklin P. Miller
SECRETARY OF STATE

APPLICATION FOR CERTIFICATE OF AUTHORITY

259580

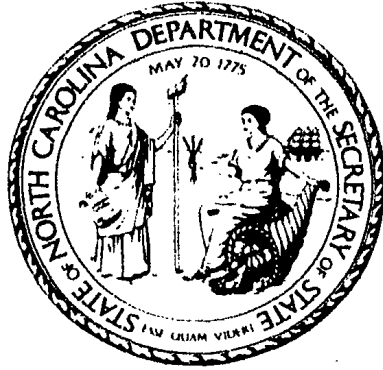
Pursuant to the provisions of Chapter 271A of the Kentucky Revised Statutes, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the state of Kentucky and for that purpose submits the following statement:

- First: Name of Corporation Wilcox Drug Company, Incorporated
- Second: The name to be used in the state of Kentucky Same as above
- Third: State or country of incorporation North Carolina
- Fourth: Date of incorporation June 9, 1960
and duration of incorporation perpetual
- Fifth: Address of principal office in the state or country of incorporation P.O. Box 391, 123 Howard St., Boone, North Carolina 28607
- Sixth: Address of proposed registered office in Kentucky KENTUCKY HOME LIFE BUILDING
c/o C T Corporation System, Louisville, Kentucky 40202
and name of registered agent in Kentucky at the same address C T CORPORATION SYSTEM
- Seventh: The purpose or purposes which said corporation intends to transact business in the state of Kentucky
SEE ATTACHED
- Eighth: The names and addresses of all the corporate directors and officers are as follows. Attach separate sheet if more space is needed.

NAME	OFFICE	ADDRESS
C. Kenneth Wilcox	President	206 Circle Dr., Boone, N.C. 28607
Harry J. Clark	Vice Pres., Sec-Treas.	527 Madison Ave., N.Y. 10022
Michael Gertler	Asst. Secretary	527 Madison Ave., N.Y. 10022
C. Kenneth Wilcox	Director	206 Circle Dr., Boone, N.C. 28607
Gilbert Zuellig	Director	527 Madison Ave., N.Y. 10022
Harvey Sperry	Director	c/o Willkie Farr & Gallagher 153 E. 53rd St., N.Y. 10022

The purpose or purposes for which the corporation is organized are: To carry on the business of buying, selling, processing, preparing, importing, exporting, and generally dealing in all types, kind, and character of roots, herbs, and other drude drugs, and in all types, kind and character of shrubs, evergreens, and other forest products of like kind and character; preparing, processing, fibercating, assembling, buying, selling, importing, exporting and generally dealing in all types, kinds and character of holiday and other decorations; and to do any and all acts and things incidental to or necessary for the conduct of said business.

STATE OF
NORTH
CAROLINA



Department of The
Secretary of State

To all to whom these presents shall come, Greeting:

I, Thad Eure, Secretary of State of the State of
North Carolina, do hereby certify the following and
hereto attached (5 sheets) to be a true copy of

CHARTER DOCUMENTS

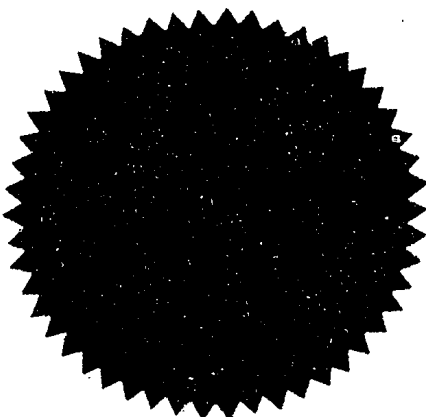
OF

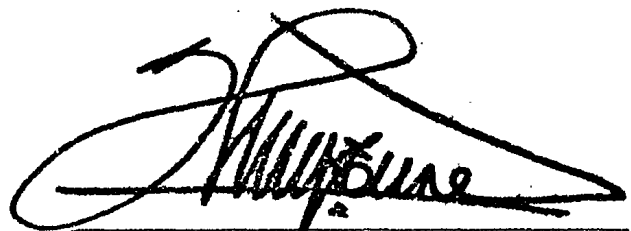
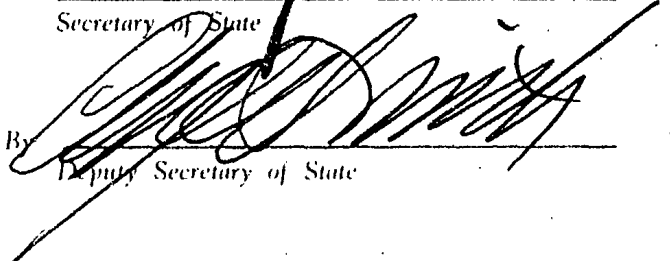
WILCOX DRUG COMPANY, INCORPORATED

the original of which is now on file and a matter of
record in this office.

In Witness Whereof, I have hereunto set my hand
and affixed my official seal.

Done in Office, at Raleigh, this 26th day
of May, in the year of our Lord 19 82.




Secretary of State
By 
Deputy Secretary of State

FILED
JUN 9 9 03 AM 1950

TITLE
SECRETARY OF STATE
NORTH CAROLINA

ARTICLES OF INCORPORATION

OF

WILCOX DRUG COMPANY, INCORPORATED
(NAME OF CORPORATION)

We, the undersigned natural persons of the age of twenty-one years or more, do hereby associate ourselves into a business corporation under the laws of the State of North Carolina, as contained in Chapter 55 of the General Statutes of North Carolina, entitled "Business Corporation Act," and the several amendments thereto, and to that end do hereby set forth:

1. The name of the Corporation is _____

WILCOX DRUG COMPANY, INCORPORATED

2. The period of duration of the corporation shall be PERPETUAL
(May be perpetual or for a limited period)

3. The purpose or purposes for which the corporation is organized are:

To carry on the business of buying, selling, processing, preparing, importing, exporting, and generally dealing in all types, kind, and character of roots, herbs, and other crude drugs; and in all types, kind and character of shrubs, evergreens, and other forest products of like kind and character; preparing, processing, fabricating, assembling, buying, selling, importing, exporting and generally dealing in all types, kind, and character of holiday and other decoration; and to do any and all acts and things incidental to or necessary for the conduct of said businesses.

4. The aggregate number of shares which the corporation shall have authority to issue is 1000, divided into one classes. The designation of each class, number of shares of each class, series, if any, within each class, and the par value, if any, of the shares of each class, or a statement that the shares of any class are without par value, is as follows:

Class	Series	Number of Shares	Par value per share
Common	One	1000	\$100.00

The preferences, limitations and relative rights in respect of the shares of each class are as follows: none

5. The minimum amount of consideration for its shares to be received by the corporation before it shall commence business is \$ 300.00

6. The address of the initial registered office of the corporation (including county and city or town, and street and number, if any) is 123 Howard Street, Boone, Watauga County, North Carolina

and the name of the initial registered agent at such address is Charlie C. Wilcox

7. The number of directors of the corporation may be fixed by the by-laws, but shall not be less than three.

The number of directors constituting the initial board of directors shall be _____, and the names and addresses (including street and number, if any) of the persons who are to serve as directors until the first meeting of shareholders or until their successors are elected and qualified are :

NAMES	ADDRESSES
Charlie C. Wilcox	123 Howard Street, Boone, North Carolina
Kenneth Wilcox	202 Oak Street, Boone, North Carolina
Billie M. Church	123 Howard Street, Boone, North Carolina

8. The names and addresses (including street and number, if any) of all of the incorporators are:

NAMES	ADDRESSES
Charlie C. Wilcox	123 Howard Street Boone, North Carolina
Kenneth Wilcox	202 Oak Street Boone, North Carolina
Billie M. Church	123 Howard Street Boone, North Carolina

9. In addition to the general powers granted corporations under the laws of the State of North Carolina, the corporation shall have full power and authority to

10. *

xx

IN TESTIMONY WHEREOF, we have hereunto set our hands, this the _____ day of June _____, A.D. 19 60.

Charlie C. Wilcox
Charlie C. Wilcox
Kenneth Wilcox
Kenneth Wilcox
Billie M. Church
Billie M. Church

* Insert any provision desired to be included in the Articles of Incorporation such as: pre-emptive rights of shareholders, regulation of internal affairs of the corporation, any matters required to be set forth in the by-laws, etc. See Chapter 55 of the General Statutes.

STATE OF NORTH CAROLINA

COUNTY OF WATAUGA

THIS IS TO CERTIFY, that on the 3rd day of June, A. D. 1960,
before me, a notary public Annie B Smith personally appeared Charlie C. Wilcox,
Kenneth Wilcox and Billie M. Church, who
I am satisfied are the persons named in and who executed the foregoing Articles of Incorporation,
and I having first made known to them the contents thereof, they did each acknowledge that they
signed and delivered the same as their voluntary act and deed for the uses and purposes therein ex-
pressed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, this
the 3rd day of June, A.D. 1960.

My commission expires:

3-28-62

Annie B Smith (SEAL)
Notary Public

(L. S.)

2010

FILED

NORTH CAROLINA)
WATAUGA COUNTY) CERTIFICATE OF REDUCTION OF CAPITAL

NOV 17 3 56 AM '77
MADE EURE
STATE OF NORTH CAROLINA

- (1) The name of the Corporation is Wilcox Drug Company, Incorporated.
- (2) The purpose of this certificate is to consummate a reduction of stated capital. Said reduction is being effected by the purchase by the corporation of stock owned by a deceased shareholder in the corporation pursuant to a Stock Redemption Agreement. The shares of stock purchased by the corporation from said deceased shareholder's estate are being cancelled by the corporation.
- (3) There were 100 shares of common stock before the reduction. The amount of stated capital represented by said 100 shares of stock was \$10,000.00.
- (4) There are 50 shares of common stock outstanding after the said reduction. The amount of stated capital represented by said 50 outstanding shares of stock is \$5,000.00.
- (5) Stated capital is being reduced by \$5,000.00 by virtue of this certificate.
- (6) No action by the shareholders is necessary to effect the foregoing reduction of stated capital.

WILCOX DRUG COMPANY, INCORPORATED
By: Kenneth Wilcox
Kenneth Wilcox, President

ATTEST
Betty M. Bowkley
Betty M. Bowkley, Secretary
(Corporate Seal)

STATE OF NORTH CAROLINA

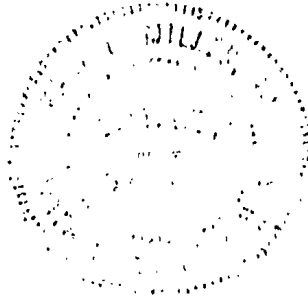
COUNTY OF WATAUGA

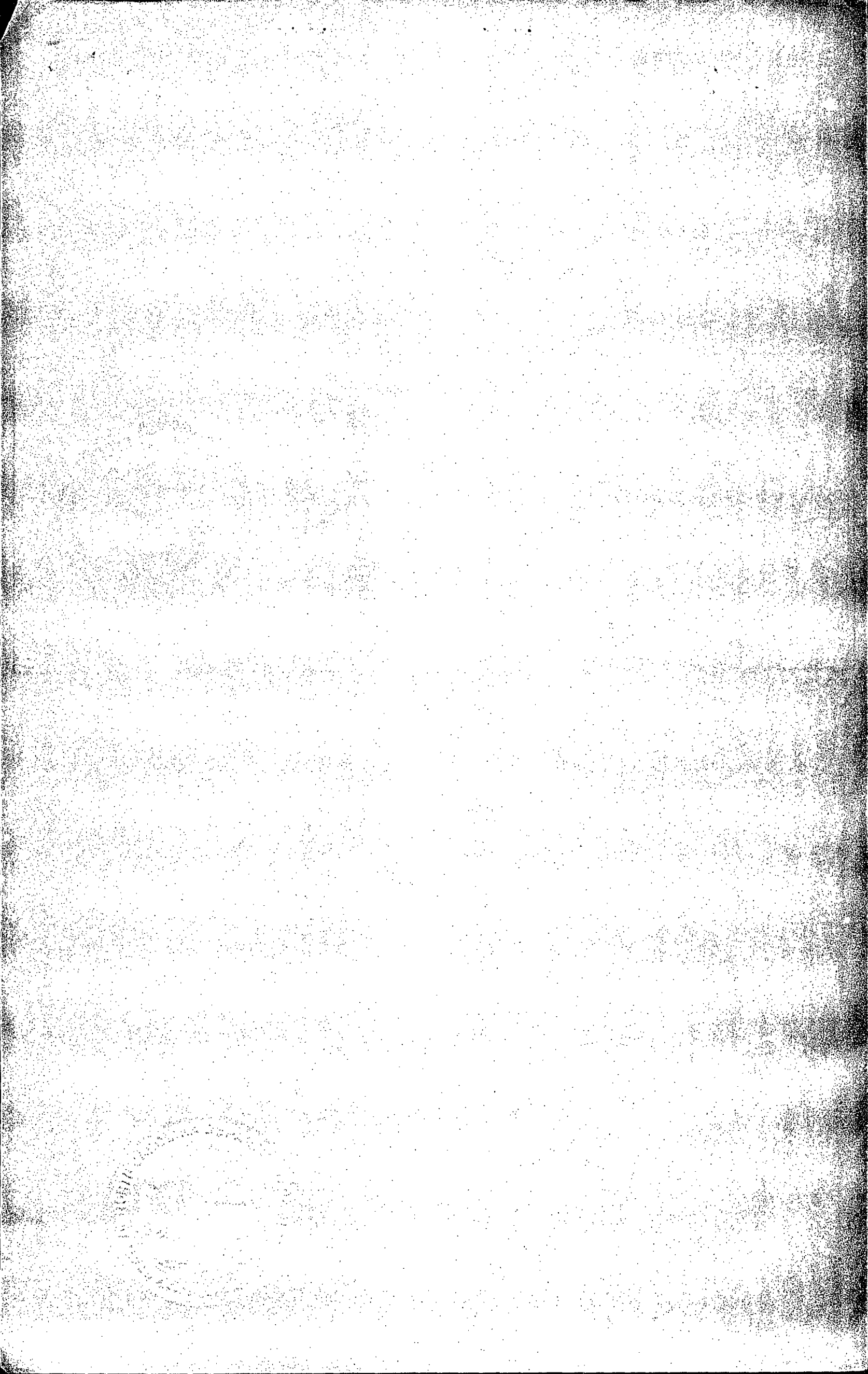
I, PAUL E. MILLER, JR., a Notary Public, hereby certify that on this 14 day of November, 1977, personally appeared before me Kenneth Wilcox and Betty M. Bowkley, each of whom being by me first duly sworn, declare that he signed the foregoing document in the capacity indicated, that he was authorized so to sign, and that the statements therein contained are true.

Paul E. Miller Jr.
NOTARY PUBLIC

My Commission Expires:

1/16/82





C T CORPORATION SYSTEM



Associated with The Corporation Trust Company
163 BROADWAY NEW YORK, N.Y. 10019 • (212) 664-1660

SECRETARY OF STATE
RECEIVED

July 7, 1982

Secretary of State
Corporation Department
State Capitol Building
Frankfort, Kentucky 40601

JUL 12 1982

COMMONWEALTH OF KENTUCKY

Gentlemen:

RE: WILCOX DRUG COMPANY, INCORPORATED


AB 27721-7

Pursuant to the instructions of counsel, we enclose for filing the necessary documents to qualify the above corporation in your state, together with funds in payment of the required fees. When the enclosures have been filed, please forward the usual evidence of filing to this office.

If, for any reason, filing cannot be effected promptly, please notify us by telephone at the following toll-free number:
800-223-7567.

Very truly yours,

C T CORPORATION SYSTEM


Thomas B. Ward
Service Representative

TBW:sj
Enc.

COUNSEL: Wilkie, Farr & Callagher
One Citicorp Center
153 East 53rd. Street
New York, New York 10022
Att: Nora Ann Wallace, Atty.

SPECIAL INSTRUCTIONS:

✓ Check supplied by the company enclosed covering \$35.00 qualification fee.

