

P01000056459

Florida Department of State
Division of Corporations
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From: Nery C. Toledo, Legal Assistant

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

AMBIENT HEALTHCARE OF SOUTH FLORIDA, INC.

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 3, 2001

AMBIENT HEALTHCARE OF SOUTH FLORIDA, INC.
1200 BRICKELL AVENUE SUITE 1720
MIAMI, FL 33131

SUBJECT: AMBIENT HEALTHCARE OF SOUTH FLORIDA, INC.
REF: P01000056459

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6901.

Susan Payne
Senior Section Administrator

FAX Aud. #: H01000118437
Letter Number: 801A00063898

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

(H01000118437 2)

NETWORK SERVICES Rx, L.L.C.

3801 PGA Blvd., Suite 501
Palm Beach Gardens, Florida 33410

December 1, 2001

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Network Services Rx, Inc.

Dear Sirs:

The undersigned hereby authorizes and consents to the use of the name Network Services Rx, Inc.

Very truly yours,

NETWORK SERVICES Rx, L.L.C.
a Delaware corporation authorized to transact
business in Florida - Document # M01000001967)

By: 
Robert Miller, Manager

(H01000118437 2)

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

**AMBIENT HEALTHCARE OF SOUTH FLORIDA, INC.,
a Florida corporation**

Pursuant to the Florida Business Corporation Act, Article I of the Articles of Incorporation of **AMBIENT HEALTHCARE OF SOUTH FLORIDA, INC.**, a Florida corporation (the "Corporation"), is amended to read as follows:

ARTICLE I Name

The name of the Corporation is **NETWORK SERVICES Rx, INC.**

ARTICLE V

The principal and mailing address of the Corporation are changed to:

3801 PGA Blvd., Suite 501
Palm Beach Gardens, FL 33410

The name and address of the registered agent of the Corporation are changed to:

Robert Miller
3801 PGA Blvd., Suite 501
Palm Beach Gardens, FL 33410

In accordance with Section 607.0123(1)(b) of the Florida Business Corporation Act, this Amendment shall be effective as of December 1, 2001.

The foregoing Amendment to the Articles of Incorporation of the Corporation was proposed and unanimously approved by the Corporation's sole director and sole shareholder on December 1st, 2001, pursuant to Section 607.0704 of the Florida Business Corporation Act. Copies of Consents are attached as Composite Exhibit "A".

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 1st day of December, 2001.



Robert Miller, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of AMBIENT HEALTHCARE OF SOUTH FLORIDA, INC., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of this 1st day of December, 2001.


Robert Miller, Registered Agent

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EXHIBIT "A"

WRITTEN CONSENT OF THE SOLE SHAREHOLDER
IN LIEU OF A MEETING
OF

AMBIENT HEALTHCARE OF SOUTH FLORIDA, INC.

The undersigned, sole shareholder of AMBIENT HEALTHCARE OF SOUTH FLORIDA, INC., a Florida corporation (the "Corporation"), hereby consents to the following acts and resolutions in lieu of holding a formal meeting, pursuant to the provisions of Section 607.0704 Florida Statutes:

RESOLVED, that the following person is appointed to the offices set forth next to his name, of the Corporation, to serve in such capacity until the next annual meeting of the Shareholders and Directors or until his successor has been duly elected and qualified on until his earlier resignation, removal or death:

Robert Miller

Director

RESOLVED, that Article I of the Articles of Incorporation of the Corporation shall be amended to change the name of the Corporation to **NETWORK SERVICES Rx, INC.**

IN WITNESS WHEREOF, the undersigned shareholder has executed this consent effective as of December 1, 2001.

SOLE SHAREHOLDER:

NETWORK SERVICES Rx, LLC.
a Delaware limited liability company

By: 

Robert Miller
Manager

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EXHIBIT "A"

**WRITTEN CONSENT OF THE SOLE DIRECTOR
OF
AMBIENT HEALTHCARE OF SOUTH FLORIDA, INC.**

The undersigned, the sole director of Ambient Healthcare of South Florida, Inc., a Florida corporation (the "Corporation"), hereby take the following actions by written consent in lieu of a meeting pursuant to Florida Statutes Section 607.0821 and the By-Laws of the Corporation, and directs that these actions be filed with the records of the Corporation:

RESOLVED, that the following individuals are appointed to serve as the officers of the Corporation, as designated by the positions set forth opposite their respective names, until the next annual meeting of the Directors, or until their successors have been duly elected and qualified, or until their earlier resignation, removal or death.

Robert Miller
Steve Davis

President
Vice President, Secretary

RESOLVED, that Article I of the Articles of Incorporation of the Corporation shall be amended to change the name of the Corporation to **NETWORK SERVICES Rx, INC.**


RESOLVED, that the principal and mailing address of the Corporation be changed to:

3801 PGA Blvd., Suite 501
Palm Beach Gardens, FL 33410

RESOLVED, that the name and address of the registered agent of the Corporation be changed to:

Robert Miller
3801 PGA Blvd., Suite 501
Palm Beach Gardens, FL 33410

IN WITNESS WHEREOF, the undersigned has executed this Written Consent as of the 1st day of December, 2001.



Robert Miller, Sole Director

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