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PICK-UP WAIT MAIL

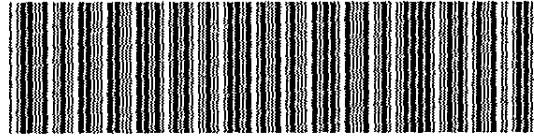
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 DEC -7 PM 3:37

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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahasee, FL 32314

SUBJECT: Physicians Dispensing Service

FROM:

Richard A. Schwartz
Richard A. Schwartz, P.A.
8913 Belle Aire Ct.
Boca Raton, Florida 33433

For further information concerning this matter, please call Richard A. Schwartz at (561) 988-1099.

Enclosed are an original and two (2) copies of the Articles of Incorporation and a check for:

\$87.50 for Filing Fee, Certificate of Status & Certified Copy

**ARTICLES OF INCORPORATION
OF
PHYSICIANS DISPENSING SERVICE, INC.**

06 DEC -7 PM 3: 37

In compliance with the requirements of F.S. Chapter 607, the undersigned hereby act as incorporators in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation is: Physicians Dispensing Service Inc.

ARTICLE II

The street address of the principal office of the Corporation is: 12349 N.W. 55th St., Coral Springs, FL 33076.

ARTICLE III

The maximum number of shares this Corporation is authorized to issue is 2,000,000, all of which shall be Common Shares.

ARTICLE IV

The initial street address of the Corporation's registered office is: 12349 N.W. 55th St., Coral Springs, Florida, 33076. The initial registered agent for the Corporation at that address is: Richard A. Schwartz.

ARTICLE V

The initial board of directors shall consist of three members. This number may be increased or decreased from time to time in accordance with the Corporations's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

Names	Addresses
Richard A. Schwartz	8913 Belle Aire Ct. Boca Raton, FL 33433
Kenneth Benko	12349 N.W. 55th St. Coral Springs, Fl 33076

Kevin Wisner

3477 Whitman Ct
Thousand Oaks, CA 91360

ARTICLE VI

The names and street addresses of the persons signing these articles of incorporation are:

Names

Addresses

Richard A. Schwartz

8913 Belle Aire Ct.
Boca Raton, FL 33433

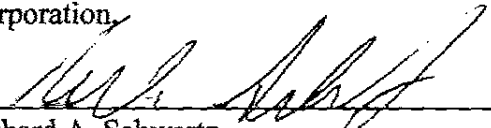
Kenneth Benko

12349 N.W. 55th St.
Coral Springs, FL 33076

ARTICLE VII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation.



Richard A. Schwartz
Incorporator

12/15/06

Date



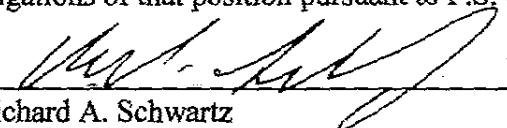
Kenneth Benko
Incorporator

12/15/06

Date

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Physicians Dispensing Service, Inc, at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.



Richard A. Schwartz
Registered Agent

12/15/06

Date

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE 06 DEC -7 PM 3:37

UNDER THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: Physicians Dispensing Service, Inc.
2. The name and address of the registered agent and office is:

Richard A. Schwartz
8913 Belle Aire Ct.
Boca Raton, Florida 33433

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Richard A. Schwartz

8913 Belle Aire Ct.
Boca Raton, FL 33433