

P95000026076
JUDD, ULRICH & DEAN, P.A.
ATTORNEYS AT LAW

STEVEN H. JUDD
BOARD CERTIFIED REAL ESTATE LAWYER
CORPORATE AND BUSINESS LAW
RICHARD A. ULRICH
ROY E. DEAN

2940 SOUTH TAMiami TRAIL
SARASOTA, FLORIDA 34239

FACSIMILE (813) 953-2485
TELEPHONE (813) 955-5100

March 28, 1995

File 10000-015

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

800001444106
-03/30/95--01079--016
****122.50 ****122.50

Re: Mediserv Pharmacy Services, Inc.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation for Mediserv Pharmacy Services, Inc., together with our check in the amount of \$122.50 for filing the Articles of Incorporation and obtaining a certified copy of same. Please conform the enclosed copy of the Articles and return the copy with the Certificate of Incorporation to the undersigned.

If you have any questions, please feel free to call.

Sincerely,


Steven H. Judd

FILED
55 MAR 30 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SHJ:djv
Enclosures

cc: Mediserv Pharmacy Services, Inc.

4/03/95




**ARTICLES OF INCORPORATION
OF
MEDISERV PHARMACY SERVICES, INC.**

95 MAR 30 AM 9:55
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming and organizing a corporation for profit under the provisions of the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is Mediserv Pharmacy Services, Inc.

ARTICLE II - PURPOSE

The corporation is authorized to conduct any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and the mailing address of the corporation shall be 1281 South Tamiami Trail, Sarasota, Florida 34239.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 100,000 shares of common stock having a par value of \$0.10. Each share of common stock shall entitle the holder thereof to one vote on each matter considered at any stockholder's meeting. Said share shall be paid for in lawful money

of the United States of America or in property, labor or services rendered at a just valuation to be fixed by the Board of Directors and said share shall be deemed fully paid and nonassessable. The Corporation elects to have preemptive rights.

ARTICLE V - DURATION

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI - SHAREHOLDER VOTING REQUIREMENTS

When a quorum exists at any meeting of the Shareholders, action on a matter, other than the election of Directors, is approved if the votes cast by the holders of not less than a majority of the shares represented at such meeting, and entitled to vote on the subject matter favor the action.

ARTICLE VII - DIRECTORS

This corporation shall have an initial Board of Directors consisting of two (2) directors, whose names and street addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
John B. Davidson	1281 South Tamiami Trail Sarasota, Florida 34239
Walter L. Edgerton	1281 South Tamiami Trail Sarasota, Florida 34239

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

NAME

ADDRESS

John B. Davidson

1281 South Tamiami Trail
Sarasota, Florida 34239

ARTICLE IX - BYLAWS

The original Bylaws of this corporation shall be made, prepared and adopted by a majority vote of the initial Board of Directors as named herein. Thereafter, the Board of Directors, and the shareholders, shall have authority to adopt, amend, change, repeal or enlarge Bylaws as provided in the Bylaws from time to time.

ARTICLE X - INDEMNIFICATION


Subject to the laws of the State of Florida, this corporation shall indemnify and hold harmless its officers and directors of and from any suits, actions, or judgments either civil or criminal arising out of any act alleged to have been committed by such person in his capacity as an officer or director if such officer or director acted in good faith and in the reasonable belief that such action was in the best interest of the corporation and in the event of criminal allegations without reasonable ground for belief that such action was unlawful. The corporation shall pay all costs, legal expenses, and other charges that said officers and directors may incur in the defense of any claim, suit or action that may be instituted against said officers in their individual capacity. It is the express purpose and intent that the corporation shall hold its

officers and directors harmless from any action taken by them on its behalf to the full extent and limit permitted by law.

ARTICLE XI - PRINCIPAL OFFICE AND REGISTERED AGENT

This corporation has named Steven H. Judd as its agent to accept service of process within the State. The street address of the initial registered office is 2940 South Tamiami Trail, Sarasota, Florida 34239.

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this 24th day of March, 1995.



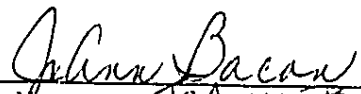
John B. Davidson

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 24th day of March 1995, by John B. Davidson, who is personally known to me or who has produced his Florida Driver's License as identification.

My commission expires:

5-19-96




Print Name: JOANN BACON
NOTARY PUBLIC



ACKNOWLEDGMENT:

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



Steven H. Judd

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9 APR 30 AM 5:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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JUDD, ULRICH & DEAN, P.A.
ATTORNEYS AT LAW

STEVEN H. JUDD
BOARD CERTIFIED REAL ESTATE LAWYER
CORPORATE AND BUSINESS LAW
RICHARD A. ULRICH
ROY E. DEAN

2940 SOUTH TAMIAH TRAIL
SARASOTA, FLORIDA 34239
FACSIMILE (941) 953-2485
TELEPHONE (941) 955-5100

December 12, 1995

FILED
95 DEC 14 PH 1:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: Mediserv Pharmacy Services, Inc.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Amendment to the Articles of Incorporation for Mediserv Pharmacy Services, Inc., together with our check in the amount of \$35.00 to cover the cost of filing. Please file the enclosed Articles of Amendment to the Articles of Incorporation and return a certified copy of same in the enclosed stamped envelope.

Sincerely,


Steven H. Judd

SHJ:djv
Enclosures

900001661639
-12/14/95--01050--016
*****35.00 *****35.00

Amend

VS DEC 19 1995



ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MEDISERV PHARMACY SERVICES, INC.

FILED
95 DEC 14 PM 1:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. ARTICLE IV of the Articles of Incorporation of Mediserv Pharmacy Services, Inc., dated March 24, 1995 and filed March 30, 1995, is hereby amended to read as follows:

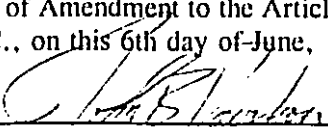
ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 100,000 shares of common stock having a part value of \$0.10. Each share of common stock shall entitle the holder thereof to one vote on each matter considered at any stockholder's meeting. Said share shall be paid for in lawful money of the United States of America or in property, labor or services rendered at a just valuation to be fixed by the Board of Directors and said share shall be deemed fully paid and nonassessable.

2. The foregoing amendment was adopted by all of the shareholders and directors of the corporation on June 6, 1995.

3. The effective date of this amendment to the Articles of Incorporation shall be upon filing with the Department of State.

IN WITNESS WHEREOF, the undersigned being the sole shareholder and sole director of the corporation has executed these Articles of Amendment to the Articles of Incorporation of MEDISERV PHARMACY SERVICES, INC., on this 6th day of June, 1995.



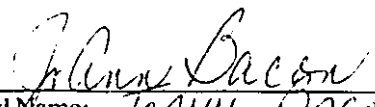
John B. Davidson, Shareholder/Director

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 6th day of June, 1995 by John B. Davidson, President of Mediserv Pharmacy Services, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced his Florida Driver's License as identification.

My commission expires:





Printed Name: JOANN BACON
NOTARY PUBLIC