

P960000 71296

CAPITAL CONNECTION, INC.

17 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

EFFECTIVE DATE
 8-21-96

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

196 40607

AUG 27 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>RAI</u>	_____	_____	_____

WALK-IN Will Pick Up 827 TDU

RE: Specialty Pharmacy Services, Inc

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search	700001933757	
<input type="checkbox"/> Ltd. Partnership File	-08/27/96--01162--004	
<input type="checkbox"/> Foreign Corp. File	****122.50 ****122.50	
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S.		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Photo ()		
<input type="checkbox"/> Top Print		
<input type="checkbox"/> Express:		
<input type="checkbox"/> FAX ()		
SUBTOTALS		

96 AUG 27 11 55 AM
 95 AUG 27 9M 2:113
 DIVISION OF CORPORATIONS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
SPECIALTY PHARMACY SERVICES, INC.

EFFECTIVE DATE
8-21-96

FILED
95 AUG 27 PM 3:35
HALL COUNTY CLERK

ARTICLE I - NAME

The name of this corporation is **SPECIALTY PHARMACY SERVICES, INC.**

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the execution of these Articles of Incorporation.

ARTICLE III - PURPOSE

The purpose of this corporation is to operate a pharmacy for profit, and engage in any other legal or lawful act or activity associated with the operation of a pharmacy.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 per share of common stock.

**ARTICLE V - PRINCIPAL ADDRESS,
INITIAL REGISTERED OFFICE AND AGENT**

The initial street address of the principal place of business of the corporation is 825 Strawbridge Avenue, Melbourne, Florida 32901. The street address of the initial registered office of this corporation is James H. Fallace, P.A., 1900 South Hickory Street, Melbourne, Florida 32901, and the name of the initial registered agent of this corporation at that address is James H. Fallace.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Thomas Switzler	975 Whitmire Drive Melbourne, Florida 32935
Barbara Switzler	975 Whitmire Drive Melbourne, Florida 32935

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles and initially subscribing to the capital stock is:

<u>NAME</u>	<u>ADDRESS</u>
Barbara Switzler	975 Whitmire Drive Melbourne, Florida 32935

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the holders of common stock of this corporation.

ARTICLE IX - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval by a majority of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE X - DIRECTORS COMPENSATION

The shareholders of the common stock of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XI - I.R.C. SECTION 1244

It is the intent of the incorporator to qualify the shares of common stock issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986, as amended.

ARTICLE XII - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XIII - INTERLOCKING OFFICERS AND DIRECTORS

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or Officers of this corporation is or are interested in, or is a member, stockholder, director or officer, or are members, stockholders, directors or officers of such other firm or corporation; and any Director or Officer, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract, act or transaction of this corporation with any person or persons, firm, association or corporation, shall be affected or invalidated by reason of the fact that any Director or Directors or Officer or Officers of this corporation is a party or are parties to, or interested in, such contract, act or association or corporation and each and every person who may become a Director or Officer of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in any ways interested.

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV - DIVIDENDS ON COMMON STOCK

The holders of the issued and outstanding common stock shall be entitled to receive, when and as declared by the Board of Directors, solely out of unreserved and unrestricted earned surplus, dividends payable in cash, in property or in shares of the common stock of the corporation.

No dividends shall be paid upon the common stock in any medium if the corporation is, or is hereby, rendered incapable of paying its debts as they become due in the usual course of business.

ARTICLE XVI - AFFILIATED TRANSACTIONS

The corporation expressly elects that it shall not be governed by Section 607.0901, Florida Statutes (1991), as amended from time to time or any corresponding provisions of Florida Statutes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of August, 1996.

Barbara Switzler
BARBARA SWITZLER

STATE OF FLORIDA §
COUNTY OF BREVARD §

The foregoing instrument was acknowledged before me this 21st day of August, 1996 by BARBARA SWITZLER who is personally known to me or who has produced FL. DRIVER'S LIC. identification and who did take an oath.



MARCIA A. BARTLEY
My Commission CC528352
Expires Feb. 04, 2000

Marcia A. Bartley
Notary Public, State of Florida

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, 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.

FILED
95 AUG 27 PM 3:55
TALLAHASSEE, FLORIDA

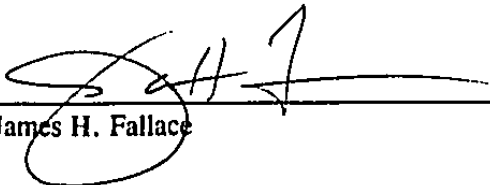
1. The name of the corporation is:

SPECIALTY PHARMACY SERVICES, INC.

2. The name and address of the registered agent and office is:

JAMES H. FALLACE, P.A.
James H. Fallace
1900 South Hickory Street
Melbourne, Florida 32901

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby 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.



James H. Fallace

8/22/96

Date