

L13000053891

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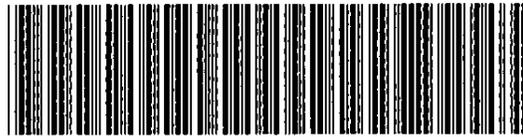
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2013 APR 11 AM 9:32  
SECRETARY OF STATE  
TALLAHASSEE, FL 32399

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13 APR 11 AM 10:46

J. SAULSBERRY  
EXAMINER  
APR 12 2013



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 606410 7712433

AUTHORIZATION :

*Synedelman*

COST LIMIT : \$125.00

ORDER DATE : April 10, 2013

ORDER TIME : 5:09 PM

ORDER NO. : 606410-005

CUSTOMER NO: 7712433

DOMESTIC FILING

NAME: PRO DP SOFTWARE, LLC

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 52956

EXAMINER'S INITIALS: \_\_\_\_\_

2013 APR 11 AM 9:32  
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 DEPARTMENT OF STATE  
 HALLMARKS ST. FLORIDA

ARTICLES OF ORGANIZATION  
OF  
PRO DP SOFTWARE, LLC

2013 APR 11 AM 9:32  
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TALLAHASSEE  
FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I -- NAME**

The name of the limited liability company shall be PRO DP SOFTWARE, LLC (the "Company").

**ARTICLE II -- ADDRESS**

- (a) The principal address of the Company shall be 3109 Grand Avenue, #115, Coconut Grove, FL 33133
- (b) The mailing address of the Company shall be 3109 Grand Avenue, #115, Coconut Grove, Florida 33133.

**ARTICLE III -- DURATION**

The Company shall commence its existence as of the date of filing by the Florida Department of State, Division of Corporations. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE IV -- REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is **Corporation Services Company, 1201 Hays Street, Tallahassee, FL 32301.**

**ARTICLE V -- CAPITAL CONTRIBUTIONS**

The Members of the Company shall contribute to the capital of the Company the cash or property set forth in and described in the Limited Liability Company Operating Agreement and/or Regulations, if any, or otherwise in the minutes of the Company on file at the principal office of the Company.

PRO DP SOFTWARE, LLC

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**ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS**

Each Member shall make additional capital contributions to the Company only on the consent of the Members as set forth in the Operating Agreement or otherwise upon the prior authorization of a majority of the Members.

**ARTICLE VII -- ADMISSION OF NEW MEMBERS**

No additional Members shall be admitted to the Company unless done so pursuant to the terms of the Operating Agreement or otherwise upon the prior authorization of a majority of the Members. A Member may only transfer his or her interest in the Company as set forth in the Operating Agreement of the Company or otherwise with the prior written consent of a majority of the Members.

**ARTICLE VIII -- MANAGEMENT**

The Company shall be managed by a **manager or managers** in accordance with the Articles of Organization, the Operating Agreement, the Regulations (if any) adopted by the Members for the management of the business and the ordinary and customary affairs of the Company. The Operating Agreement and/or Regulations, if any, or otherwise the minutes of the Company, shall determine the manner in which such Manager(s) are elected and appointed, and may contain any provisions for the regulation and management of the affairs of the Company that are not inconsistent with the law or these Articles of Organization. The name and address of the initial **Manager** of the Company is:

Dispensing Physician, LLC	3109 Grand Avenue #115 Coconut Grove, FL 33133
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ProSourceRX LLC	12717 W Sunrise Blvd #251 Sunrise, FL 33323
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**ARTICLE IX -- TERMINATION OF EXISTENCE**

The Company shall be dissolved on the death, bankruptcy, or dissolution of a Member or Manager, or on the occurrence of any other event that terminates the continued membership of a Member in the Company, unless the business of the Company is continued by the consent of all of the remaining Members.

**ARTICLE X -- INDEMNIFICATION**

**PRO DP SOFTWARE, LLC**

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STATE OF FLORIDA  
TALLAHASSEE

The Company shall indemnify each Member, Manager and organizer of the Company against any and all liability and expenses incurred by person or entity in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of such person or entity being or having been a Member, Manager and/or organizer of the Company to the full extent permitted by the laws of the State of Florida.

**IN WITNESS WHEREOF**, the undersigned has made and subscribed these Articles of Organization at Miami, Florida, on this 10<sup>th</sup> day of April, 2013.

  
\_\_\_\_\_  
Dispensing Physician, LLC, Manager

**ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT**

Having been named the registered agent for the above Company at the place designated in the foregoing Articles of Organization, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Corporation Services Company

  
\_\_\_\_\_

Print Name: \_\_\_\_\_

**Sue G. Knight**  
**Assistant Vice President**