



THE UNITED STATES
CORPORATION
COMPANY

FOI 0000000067

ACCOUNT NO. : 072100000032

REFERENCE : 951816 4323109

AUTHORIZATION :

COST LIMIT :

\$ 78.75

Patricia Pizutto

ORDER DATE : January 3, 2001

ORDER TIME : 11:37 AM

ORDER NO. : 951816-005

400003525404--0

CUSTOMER NO: 4323109

CUSTOMER: Patrick Johnson, Legal Asst
Edwards & Angell
250 Royal Palm Way
Suite 300
Palm Beach, FL 33480

FOREIGN FILINGS

NAME: SCRIPTRX, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER: _____

OK 1/5

FILED
01 JAN -5 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
01 JAN -5 AM 11:54
DIVISION OF CORPORATION

JAN-05-2001 FRI 10:46 AM

FAX NO.

P. 02

Jan-05-01 10:52A

P.02

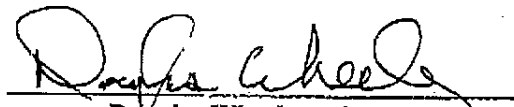
RESOLUTION OF BOARD OF DIRECTORS
OF
SCRIPTRX, INC.

I, the undersigned, Douglas Wheeler hereby certify that this Resolution of the Board of Directors of ScriptRx, Inc., a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on January 5, 2001.

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TALLAHASSEE, FLORIDA

Resolved, that ScriptRx, Inc., organized and existing in the State of Delaware hereby adopts the name ScriptRx of Delaware, Inc. for use in Florida.

Dated: January 5, 2001


Douglas Wheeler, Director

PMH_94494.1/PICHONSON

LOCATION:

RX TIME 01/05 '01 10:46

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A
FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. ScriptRx, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 55-2271639

(FEI number, if applicable)

4. October 16, 2000

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Filing

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 148 Sunset Bay Drive

Palm Beach Gardens, Florida 33401

(Current mailing address)

8. To engage or transact in any or all lawful activities or business

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: **Angell Corporate Services, Inc.**

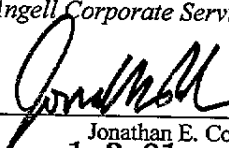
Office Address: **250 Royal Palm Way, Suite 300 E**
Palm Beach, Florida 33480

(Zip code)

10. Registered agent's acceptance:

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

Angell Corporate Services, Inc.

By: 
Jonathan E. Cole, President

Date: **1-2-01**

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable) Chairman: Address:

Director: Douglas Wheeler

Address: 1002 South Ocean Blvd

Delray Beach, FL 33483

Director: Victor Cook, III

Address: 140 Pamela Lane

West Palm Beach, FL 33405

Director: Alan Willett

Address: 1833 218th Place NE

Sammamish, WA 94074

Director: John W. Carver, Jr.

Address: 2214 North Clear Spring Drive

Irving, TX 75063

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President & CEO : Douglas Wheeler

Address: 1002 South Ocean Blvd.

Delray Beach, FL 33483

Secretary: Larry L. LaBossier

Address: 148 Sunset Bay Drive

Palm Beach Gardens, FL 33401

Treasurer: Alan Willett

Address: 1833 218th Place NE

Sammamish, WA 94074

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Douglas Wheeler
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Douglas Wheeler, President

(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "SCRIPTRX, INC." IS DULY
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN
GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE
RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF JANUARY,
A.D. 2001. — — — — —

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES
HAVE NOT BEEN ASSESSED TO DATE. — — — — —

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

3302788 8300

AUTHENTICATION: 0887459

010000507

DATE: 01-02-01