F01000000067

CSC THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 951816 4323109

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 78.75

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

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

NAME: SCRIPTRX, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

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

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER: ____________

DK 1/5

RESOLUTION OF BOARD OF DIRECTORS
OF
SCRIPTRX, INC.

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

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.

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

PMB_94494.1/PJOHNSON

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.

01 JAN -5 PM 1:33
FILED
SECRETARY OF STATE
TALLAHASSEE, 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 acceps 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: [signature]
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.

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:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. ______________________________
(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)

State of Delaware

Office of the Secretary of State

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.

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

Edward J. Freel, Secretary of State

3302788 8300

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AUTHENTICATION: 0887459

DATE: 01-02-01