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**KANOUSE & WALKER, P.A.**

ATTORNEYS AND COUNSELLORS AT LAW  
ONE BOCA PLACE  
SUITE 324 ATRIUM, PMB #1070  
2255 GLADES ROAD  
BOCA RATON, FLORIDA 33431

WWW.KANOUSE.COM

KEITH J. KANOUSE, ESQ.  
SUSAN WALKER, ESQ.

FRANCHISE & DISTRIBUTION  
CORPORATE & SECURITIES  
REAL ESTATE

TELEPHONE (561) 451-8090  
FAX (561) 451-8089

E-MAIL KEITH@KANOUSE.COM  
SWALKER@KANOUSE.COM

June 20, 2001

Registration Section  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

400004439544--6  
-06/25/01--01113--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

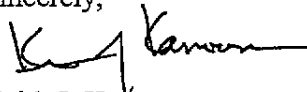
Re: DRX Systems Corporation, a Delaware corporation

Ladies/Gentlemen: F01-3404

Enclosed please find the Application by Foreign Corporation for Authorization to Transact Business in Florida and Certificate of Good Standing from the State of Delaware along with a check for \$70 in payment of the qualification fee.

If you have any questions, please contact me.

Sincerely,



Keith J. Kanouse  
For the Firm

Enclosures

cc w/o enc: Harvey S. Wachman

FILED  
01 JUN 25 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

HL 6/26

Up

## **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. DRX Systems Corporation f/k/a DRXdiscount.com, Inc.
2. Delaware
3. FEIN 95-4826156
4. Incorporated: April 25, 2000
5. Duration: Perpetual
6. Date first transacted business in Florida: Upon qualification
7. Principal Office Address: 2845 Aventura Blvd., Suite 114  
Aventura, FL 33180  
  
Current Mailing Address: same
8. Description of business in which it is engaged in Florida: Sale of software relating to the management, tracking and replenishment of inventory
9. Name and street address of Florida registered agent: Harvey S. Wachman  
398 SE Mizner Blvd.  
Suite 1915  
Boca Raton, FL 33432
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 agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered Agent's Signature: \_\_\_\_\_

Harvey S. Wachman

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.

**FILED**  
**01 JUN 25 PM 3:00**  
**SECRETARY OF STATE**  
**TALLAHASSEE FLORIDA**

12. Names and addresses of officers and/or directors:

**A. Directors:**

Chairman: Jay D. Ellenby, M.D.  
2845 Aventura Blvd., Suite 114  
Aventura, FL 33180

Director: Harvey S. Wachman  
398 SE Mizner Blvd.  
Suite 1915  
Boca Raton, FL 33432

Director: Ian Jackson, M.D.  
16001 W. Nine Mile Rd.  
Third Floor, Fisher Building  
Southfield, MI 48075

**B. Officers:**

President: Jay D. Ellenby, M.D.  
2845 Aventura Blvd., Suite 114  
Aventura, FL 33180

Secretary/ Treasurer: Harvey S. Wachman  
398 SE Mizner Blvd.  
Suite 1915  
Boca Raton, FL 33432

13.

Harvey S. Wachman

14. Secretary/Treasurer

FILED  
01 JUN 25 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DRX SYSTEMS CORPORATION" 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 FOURTEENTH DAY OF JUNE, A.D. 2001.

FILED  
01 JUN 25 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3218058 8300

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AUTHENTICATION: 1189047

DATE: 06-14-01