

F020000004897

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

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MAIL

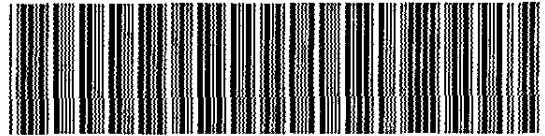
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



500010585645

01/27/03--01040--001 \*\*43.75

*Name  
Change  
Amend*

RECEIVED  
03 JAN 27 AM 11:01  
STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
03 FEB -3 PM 1:41  
STATE  
TALLAHASSEE, FLORIDA

*APR 21 2003*  
*X 00789, 00646, 00641, 00672*

Capitol Services, Inc.

1045 Merritt Drive

Tallahassee, FL 32301

(850) 878-4734  
Kathi or Brent

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. PlanetRx.com, Inc. F02-4897  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 1/37

☒ Certified Copy

☐ Mail Out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

**OTHER FILINGS**

- ☐ Annual Report
- ☐ Fictitious Name

**AMENDMENTS**

- ☒ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Ken Detzner  
Secretary of State

February 17, 2003

Capitol Services, Inc.  
1045 Merritt Dr.  
Tallahassee, FL 32301

SUBJECT: PLANETRX.COM, INC.  
Ref. Number: F02000004897

RECEIVED  
03 FEB 20 AM 10:56  
STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

We have received your document for PLANETRX.COM, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include a certified copy or certificate from Delaware showing the name change and including the date the name was changed in Delaware 12-26-02.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey  
Document Specialist

Letter Number: 803A00010425

*AJ - Hope this works —  
Please back date to as early as possible to  
orig. filing date —*



FLORIDA DEPARTMENT OF STATE  
Ken Detzner  
Secretary of State

February 12, 2003

Capitol Services, Inc.  
1045 Merritt Dr.  
Tallahassee, FL 32301

SUBJECT: PLANETRX.COM, INC.  
Ref. Number: F02000004897

*Resubmit*  
*Please back date to original*  
*date if possible -*

We have received your document for PLANETRX.COM, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey  
Document Specialist

Letter Number: 203A00009342

RECEIVED  
03 FEB 17 11:13:44  
STATE  
CORPORATIONS  
DIVISION  
TALLAHASSEE, FLORIDA



*Resubmit*

FLORIDA DEPARTMENT OF STATE

Ken Detzner  
Secretary of State

January 27, 2003

*Please back date (if possible)*

Capitol Services, Inc.  
1045 Merritt Dr.  
Tallahassee, FL 32301

SUBJECT: PLANETRX.COM, INC.  
Ref. Number: F02000004897

We have received your document for PLANETRX.COM, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, and Inc.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the CORPORATE SPECIALIST indicated.

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey  
Document Specialist

Letter Number: 703A00005095

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

03 FEB 11 AM 11:05

RECEIVED

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

FILED  
FEB - 3 PM 1:41  
TALLAHASSEE, FLORIDA

**SECTION I**  
**(1-3 MUST BE COMPLETED)**


F02000004897

(Document number of corporation (if known))

1. PlanetRx.com, Inc.  
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. September 26, 2002  
(Incorporated under laws of) (Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? December 26, 2002
5. Paragon Financial Corporation  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
6. If the amendment changes the period of duration, indicate new period of duration.  
N/A  
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.  
N/A  
(New jurisdiction)

  
(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Steven A. Burleson  
(Typed or printed name)

1/20/2003  
(Date)

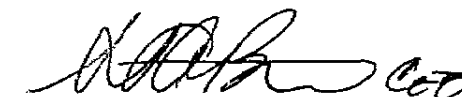
Chief Executive Officer  
(Title)

**PARAGON FINANCIAL CORPORATION**

**OFFICER'S CERTIFICATE**

I, Steven A. Burleson, the duly elected and qualified Chief Executive Officer of **PARAGON FINANCIAL CORPORATION** (formerly known as PlanetRx.com, Inc.), a Delaware corporation (the "Corporation"), do hereby certify that attached hereto as Exhibit "A" is a true, correct and complete copy of the resolutions adopted by the Board of Directors of the Corporation by Unanimous Written Consent on January 31, 2003, relating to the filing of an "Application by Foreign Profit Corporation to File Amendment to Application for Application for Authorization to Conduct Business in Florida" under the name "Paragon Financial Corporation USA" in the event the name of the Corporation is not available.

**IN WITNESS HEREOF**, the undersigned has executed this Officer's Certificate effective as of February 2, 2003.

A handwritten signature in black ink, appearing to read 'S. Burleson', followed by the letters 'COO'.

Name: Steven A. Burleson

Title: Chief Executive officer

**Exhibit A**

**Resolutions Approved by the Board of Directors**

**RESOLVED**, that for the purpose of authorizing the Corporation to do business in the State of Florida, the proper officers of the Corporation be, and they hereby are, authorized to file with the Secretary of State of Florida, an "Application by Foreign Profit Corporation to File Amendment to Application for Application for Authorization to Conduct Business in Florida" on behalf of the Corporation, under the name "Paragon Financial Corporation USA" in the event the name of the Corporation is not available.

**RESOLVED**, that the proper officers of the Corporation be, and they hereby are, authorized and directed to take all such further action and to execute and deliver all such further agreements, instruments and documents in the name and on behalf of the Corporation and under its corporate seal or otherwise, and to pay all such expenses and taxes, as in their judgment shall be necessary, proper or advisable in order to carry out fully the intent and accomplish the purposes of the foregoing resolutions.



# Delaware

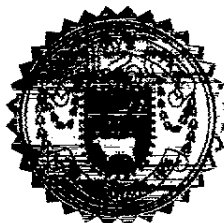
PAGE 1

## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "PLANETRX.COM, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "PARAGON FINANCIAL CORPORATION", THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 2002, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3089499 8320

AUTHENTICATION: 2263327

030104092

DATE: 02-19-03