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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight FEB 07 2008

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Dispensing Solutions, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Philip Guinn

(Name of Person)

Dispensing Solutions, Inc.

(Firm/Company)

3000 W. Warner Ave.

(Address)

Santa Ana, CA 92704

(City/State and Zip code)

For further information concerning this matter, please call:

Philip Guinn at (714) 437-0330

(Name of Person)

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☒ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy

**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. Dispensing Solutions, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

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

3. 33-0953266

(FEI number, if applicable)

4. April 11, 2001

(Date of incorporation)

5. Perpetual

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

6. _____
(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 3000 W. Warner Ave., Santa Ana, CA 92704

(Principal office address)

Same as above

(Current mailing address)

8. Drug Manufacturer

(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 NOT acceptable)

Name: NRAI Services, Inc.

Office Address: 2731 Executive Park Drive, Suite 4
Weston, Florida 33331
(City) (Zip code)

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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.

NRAI Services, Inc.

By: Christ Eubanks
(Registered agent's signature)

Christian Eubanks, Assistant Secretary

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Guy F. Bryant
(Signature of Director or Officer listed in number 12 of the application)

4. Guy F. Bryant, CEO
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

Dispensing Solutions, Inc.
3000 West Warner Ave., Santa Ana, CA 92704
(714) 437-0330; Fax (714) 437-0336

Delaware Corporation - Filed April 11, 2001, Authentication: 1078158 April 12, 2001
California Certificate of Qualification - April 19, 2001
FEIN: 33-0953266
California Drug Manufacturing License #42079 Exp Date 7/3/2008
DEA Registration #RD0274364 Exp Date 6/30/2008

Owner:

DS Holdings, Inc. (100%)
3000 W. Warner Ave., Santa Ana, CA 92704
Delaware Corporation Filed 6/18/01

DS Holdings Owners:

HealthEdge Investment Fund, L.P. (52.5% Ownership)
Delaware Limited Partnership Formed 6/24/05
2905 Bayshore Boulevard, Suite 200, Tampa, FL 33629
(813) 490-7100; Fax (813) 490-7111
FEIN: 16-1740270

Guy Bryant (2.5% ownership) – **Corporate Officer – Chief Executive Officer**
1903 S. Bendelow Trail
Tampa, FL 33629

Richard Wolpow (35% Ownership) – **Co-Founder/Vice Chairman of the Board**
408 40th Street
Newport Beach, CA 92663

Dennis Drislane (2.5% ownership)
15 Cypress Point Lane
Newport Beach, CA 92660

Jacob Safier (2.5% ownership)
626 Oak Drive
Far Rockaway, NY 11691

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TALLAHASSEE, FLORIDA

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DISPENSING SOLUTIONS, 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 TWENTY-SECOND DAY OF JANUARY, A.D. 2008.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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080067880

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6328600

DATE: 01-22-08