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(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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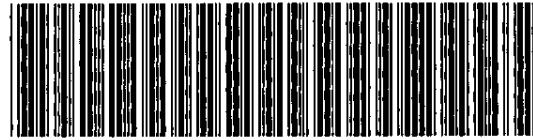
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATIONS
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Ps 4/9/12



HUNTON & WILLIAMS LLP
POST OFFICE BOX 109
RALEIGH, NORTH CAROLINA 27602

TEL 919 • 899 • 3000
FAX 919 • 833 • 6352

CARLA K. HEBBLETHWAITE-GROSS
DIRECT DIAL: 919 • 899 • 3013
EMAIL: cwaite-gross@hunton.com

March 30, 2012

FILE NO:

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

Re: Physicians Pharmacy Alliance, Inc.

Dear Ladies/Gentlemen:

Please find enclosed for filing with your office an original and two (2) copies of your form Cover Letter and accompanying Application by Foreign Corporation for Authorization to Transact Business in Florida. Also enclosed, please find our check in the amount of \$87.50 for filing fees and a current Certificate of Good Standing issued by the State of North Carolina.

Please process the above referenced documents and return them to my attention in the envelope provided. If you should have any questions concerning the documents, please let me know. Thank you for your assistance in this regard.

CIRCULAR 230 DISCLOSURE

TO ENSURE COMPLIANCE WITH REQUIREMENTS IMPOSED BY THE IRS, WE ARE REQUIRED TO DISCLOSE THAT ANY U.S. FEDERAL TAX ADVICE CONTAINED IN THIS COMMUNICATION (INCLUDING ANY ATTACHMENTS) HAS BEEN PROVIDED TO SUPPORT THE ORIGINAL RECIPIENT IN MAKING A RECOMMENDATION CONCERNING AN INVESTMENT PLAN OR ARRANGEMENT TO ONE OR MORE TAXPAYERS. IT IS NOT INTENDED OR WRITTEN TO BE USED, AND CANNOT BE USED, BY ANY TAXPAYER FOR THE PURPOSE OF AVOIDING PENALTIES UNDER THE INTERNAL REVENUE CODE. ALL TAXPAYERS SHOULD SEEK ADVICE BASED ON THEIR PARTICULAR CIRCUMSTANCES FROM THEIR INDEPENDENT TAX ADVISOR.



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

Very truly yours,

A handwritten signature in black ink, appearing to read "Carla K. Gross", written over the closing text.

Carla K. Gross,
Fiduciary Accountant

Enclosures

cc: William S. Patterson

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: _____ **PHYSICIANS PHARMACY ALLIANCE, 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," or "Certificate of Good Standing" 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:

CARLA K. GROSS

Name of Person

HUNTON & WILLIAMS LLP

Firm/Company

P.O. BOX 109

Address

RALEIGH, NC 27602-0109

City/State and Zip code

CWAITE-GROSS@HUNTON.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

ROBERT S. RAWLS

at (919) 465-5820

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

12 APR -6 PM 12:53

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

n/a

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

2. North Carolina 3. 16-1640759
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11/06/02 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 118 MacKenan Drive, Suite 200, Cary, NC 27511
(Principal office address)
- 118 MacKenan Drive, Suite 200, Cary, NC 27511
(Current mailing address)

8. pharmacy
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (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 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.

C T Corporation System

By: Michael Seraphin
Michael Seraphin Asst. Secretary
(Registered agent's signature)

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 business addresses of officers and/or directors:

A. DIRECTORS

~~XXXXXX~~ Board Member: James V. Taggart, 118 MacKenan Drive, Suite 200, Cary, NC 27511

Address: _____

~~XXXXXXXXXX~~ Board Member: David Pecor, 118 MacKenan Drive, Suite 200, Cary, NC 27511

Address: _____

Director: David William Tiley

Address: 7596 N. Vinemont Court, Hudson, OH 44236

Director: _____

Address: _____

B. OFFICERS

President: Judi A. Grupp

Address: 118 MacKenan Drive, Cary, NC 27511

Vice President: & Secretary: Bradley Laurence Resnick

Address: 1453 Third St. Promenade, Suite 305, Santa Monica, CA 90401

Secretary: (see above)

Address: _____

Treasurer: Daniel Stankey, 118 Mackenan Drive, Suite 200, Cary, NC 27511

Address: _____

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

13. _____

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Judi Grupp CEO

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



NORTH CAROLINA
Department of the Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

12 APR -6 PM 12: 53

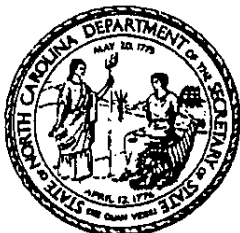
CERTIFICATE OF EXISTENCE

I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify that

PHYSICIANS PHARMACY ALLIANCE, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 6th day of November, 2002, with its period of duration being Perpetual.

I FURTHER certify that, as of the date set forth hereunder, the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by N.C.G.S. 55-16-22 has been delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.



Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 21st day of March, 2012.

Elaine F. Marshall

Secretary of State