

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road, 1st Floor, Vernon Square, Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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1.)

(CORPORATE NAME & DOCUMENT #)

Capstone Pharmacy Services, Inc.

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SPECIAL INSTRUCTIONS

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DIVISION OF CORPORATION
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. CAPSTONE PHARMACY SERVICES, 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. 11-2310352
(FEI number, if applicable)
4. August 1, 1995
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 9901 East Valley Ranch Parkway, Suite 3001
Irving, Texas 75063
(Current mailing address)
8. Pharmacy
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent:**

Name: NRAI Services, Inc.

Office Address: 526 E. Park Avenue
Tallahassee, Florida, 32301
(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.
NRAI Services, Inc.
By: Charles A. Coyle
(Registered agent's signature)
Charles A. Coyle - 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.

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CAPSTONE PHARMACY SERVICES, INC.**Officers**

<u>Name:</u>	<u>Office:</u>	<u>Business Address:</u>
James D. Shelton	Executive Vice President, Chief Financial Officer and Secretary	9901 East Valley Ranch Parkway Suite 3001 Irving, Texas 75063
Robert Della Valle	Executive Vice President, and Chief Operating Officer	9901 East Valley Ranch Parkway Suite 3001 Irving, Texas 75063

Board of Directors

<u>Name:</u>	<u>Business Address:</u>
Allan C. Silber, Chairman	9901 East Valley Ranch Parkway Suite 3001 Irving, Texas 75063
Morris A. Perlis, Vice Chairman	9901 East Valley Ranch Parkway Suite 3001 Irving, Texas 75063
Joseph F. Furlong, III	9901 East Valley Ranch Parkway Suite 3001 Irving, Texas 75063
John Haronian	9901 East Valley Ranch Parkway Suite 3001 Irving, Texas 75063
Albert Reichmann	9901 East Valley Ranch Parkway Suite 3001 Irving, Texas 75063
Edward Sonshine, Q.C.	9901 East Valley Ranch Parkway Suite 3001 Irving, Texas 75063
Gail Wilensky, Ph.D.	9901 East Valley Ranch Parkway Suite 3001 Irving, Texas 75063
John E. Zuccotti	9901 East Valley Ranch Parkway Suite 3001 Irving, Texas 75063

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

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____


Address: _____

Treasurer: _____

Address: _____

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

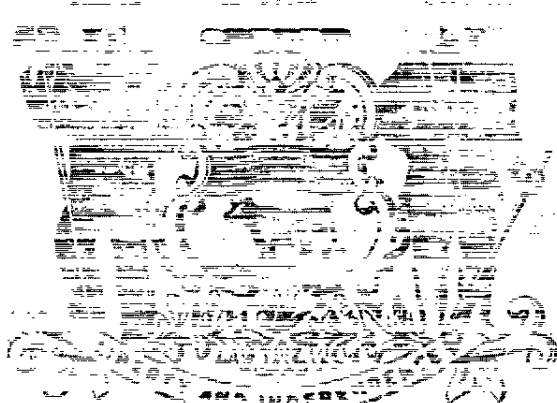
13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. James D. Shelton - Executive Vice President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CAPSTONE PHARMACY SERVICES, 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 TWELFTH DAY OF NOVEMBER, A.D. 1997.



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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

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DATE:

11-12-97