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C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

200002693662--3

-11/23/98--01073--023

*****70.00 *****70.00

98 NOV 23 PM 12:46

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DIVISION OF CORPORATIONS

Flagship Pharmacy of Pompano, Inc.

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Fict. Filing

☐ Change of R.A.

☐ Limited Liability Partnership

☐ UCC-1 UCC-3

☐ Certified Copy

☐ Photo Copies

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Thanks, Melanie ☺

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Flagship Pharmacy of Pompano, 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:

Christopher Mastrangelo, Esq.
(Name of Person)

McDermott, Will & Emery
(Firm/Company)

28 State Street
(Address)

Boston, MA 02109-1775
(City/State/Zip)

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Should you need to call someone concerning this matter, please call:

Christopher Mastrangelo, Esq. at (617) 535-4083
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|---|--|---|---|

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

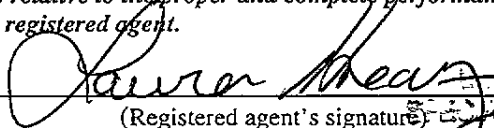
*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Flagship Pharmacy of Pompano, 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 3. 65-0872676
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10/30/98 5. Perpetual
(Date of incorporation) (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 817.155, F.S.)
7. 5400 S. University Drive, Suite 108
Davie, Florida 33324
(Current mailing address)
8. Ownership and operation of Pharmacy Services
(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 or Mail Drop Box NOT acceptable)**
Name: CT Corp. System
Office Address: c/o CT Corp., 1200 South Pine Island Road
Plantation, Florida, 33324
(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.


(Registered agent's signature) **LAUREN KRETZ**
ASST. SECRETARY

Lauren Kretz, Special Asst. Sec.

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 addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Francis L. Shea, III
Address: Spessard Holland Building
8000 Governor's Square Boulevard, Suite 300, Miami Lakes, Florida 33016

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Francis L. Shea, III

Address: Spessard Holland Building, 8000 Governor's Square Boulevard, Suite 300
Miami Lakes, Florida 33016

Vice President: Kenneth Veneziano, Esq.

Address: Spessard Holland Building, 8000 Governor's Square Boulevard, Suite 300
Miami Lakes, Florida 33016

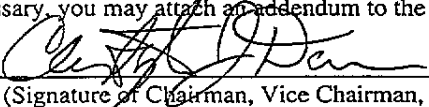
Secretary: Christopher J. Donovan, Esq.

Address: McDermott, Will & Emery, 28 State Street
Boston, MA 02109-1775

Treasurer: James E. Murphy

Address: Spessard Holland Building, 8000 Governor's Square Boulevard, Suite 300
Miami Lakes, Florida 33016

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)

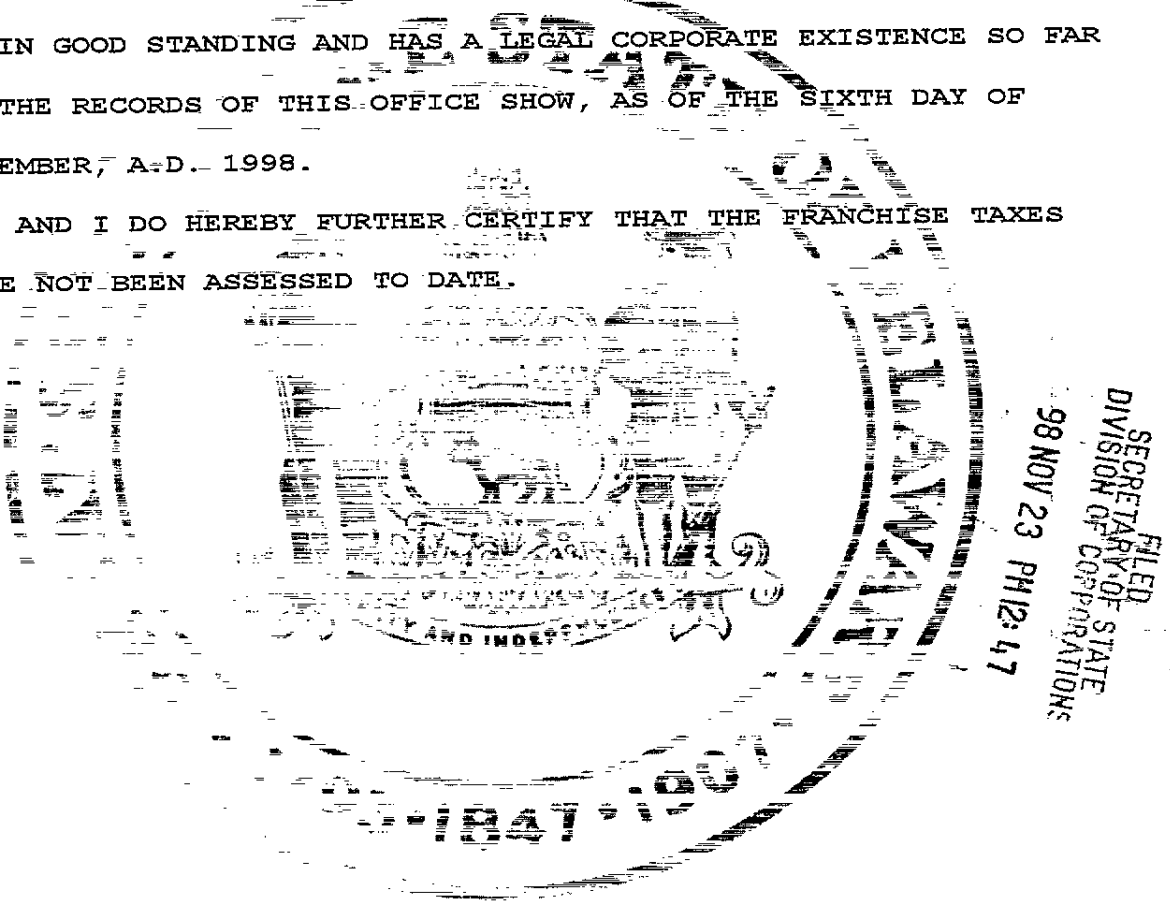
14. Secretary, Christopher J. Donovan, Esq.
(Typed or printed name and capacity of person signing application)

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 "FLAGSHIP PHARMACY OF POMPAÑO, 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 SIXTH DAY OF NOVEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION:

9393175

DATE:

11-06-98