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KRAMER, GREEN, et al

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LIMITED LIABILITY AMENDMENT

RXNETWORK OF SOUTH FLORIDA, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$55.00

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION FOR
RxNetwork of South Florida, L.L.C.

ARTICLE I
NAME

The name of the Limited Liability Company is:

RxNetwork of South Florida, L.L.C.

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

5400 S. University Drive
Suite 107
Davie, FL 33326

ARTICLE III
DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV
MEMBER SHARES

The Limited Liability Company is authorized to issue 10,000 shares of membership interest, which shares shall evidence the interest of the members of the Limited Liability Company, which shares shall be designated "Member Shares." The interest of the members of the Limited Liability Company shall be evidenced by the Certificate of Limited Liability Company interest issued by the Limited Liability Company and setting forth the number of Member Shares issued and outstanding in the name of such member.

ARTICLE V
MANAGEMENT

5.1 The Limited Liability Company has a board of managers and the business and affairs of the Limited Liability Company shall be managed by or under the direction of its board of managers. No member of the Limited Liability Company, in such capacity as a member, shall have any right or authority to act for or to bind the Limited Liability Company.

Prepared by: Mitchell F. Green, Bar No. 358789, 4000 Hollywood Blvd., Suite 485 South,
Hollywood, FL 33021, Phone No. (954)966-2112

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5.2 The board of managers of the Limited Liability Company shall consist of one (1) manager initially. The number of members of the board of managers may be either increased or diminished from time to time as provided in the Regulations of the Limited Liability Company but shall never be less than one (1). Each manager shall serve until the first annual meeting of the members of the Limited Liability Company or until their successors are elected and qualify. The name and address of the initial manager of the Limited Liability Company are:

RxNetwork International, Ltd.
a Bahamian IBC
c/o 5400 S. University Drive
Suite 107
Davie, FL 33328

Diane Lovins
5400 S. University Drive
Suite 107
Davie, FL 33328

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ARTICLE VI ADMISSION OF ADDITIONAL MEMBERS

The members of the Limited Liability Company shall be permitted to admit additional members upon approval of members owning a majority of the issued and outstanding Member Shares of the Limited Liability Company. In such event, the terms and conditions for the admission of additional members, together with the capital contributions required of new members, shall be determined at that time by a vote of the members owning a majority of the issued and outstanding Member Shares of the Limited Liability Company. A member's interest in the Limited Liability Company may not be sold or otherwise transferred except upon the approval of members owning a majority of the issued and outstanding Member Shares of the Limited Liability Company.

ARTICLE VII MEMBERS RIGHT TO CONTINUE BUSINESS

The remaining members of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the Limited Liability Company, upon the approval of members owning a majority of the issued and outstanding Member Shares of the Limited Liability Company.

ARTICLE VIII OFFICERS

The managers shall hold those offices and have those responsibilities accorded to them by the members of the Limited Liability Company, as set forth in the Regulations of the Limited Liability Company.

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ARTICLE IX
AMENDMENT OF ARTICLES OF ORGANIZATION

The Limited Liability Company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

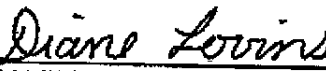
ARTICLE X
INDEMNIFICATION

The Limited Liability Company shall indemnify any member, manager or officer of the Limited Liability Company, or any former member, manager or officer of the Limited Liability Company, to the full extent permitted by law.

ARTICLE XI
RESTATEMENT

The original Articles of Organization of the limited liability company was filed on January 8, 2001 with the Florida Department of State.

These Amended and Restated Articles of Organization have been duly executed and are being filed in accordance with Section 608.411(5) of the Florida Statutes.



DIANE LOVINS, Manager and authorized
representative of the members

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true)

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is RxNetwork of South Florida, L.L.C.
2. The name and the Florida street address of the registered agent are:

Mitchell F. Green
4000 Hollywood Boulevard
Suite 485 South
Hollywood, FL 33021

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent, as provided for in Chapter 608, Florida Statutes.

Dated: MARCH 2, 2001.


MITCHELL F. GREEN, Registered Agent

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