

Nov-15-02 10:40am From-SH&D LLP 4

305 577 7001

T-987 P.001

F-184

L02000030665

Florida Department of State
Division of Corporations
Public Access System

FILED
NOV 15 PM 3:09
STATE OF FLORIDA
DEPARTMENT OF STATE

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H02000226477 6)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)205-0383

From:
Account Name : STEEL HECTOR & DAVIS
Account Number : 071541002004
Phone : (305)577-4726
Fax Number : (305)577-7001

RECEIVED
02 NOV 15 PM 12:40
DIVISION OF CORPORATION



LIMITED LIABILITY COMPANY

USA PRESCRIPTION HOLDINGS, LLC

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$135.00

**ARTICLES OF ORGANIZATION
OF
USA PRESCRIPTION HOLDINGS, LLC**

These Articles of Organization of USA Prescription Holdings, LLC (the "Company") have been duly executed and are being filed by the undersigned authorized representative of the member to form a Florida limited liability company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608) as follows:

FILED
NOV 15 2002
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**ARTICLE I
NAME**

The name of the limited liability company formed hereby is USA Prescription Holdings, LLC.

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Company is 110 E. Broward Blvd., 17th Floor, Ft. Lauderdale, Florida.

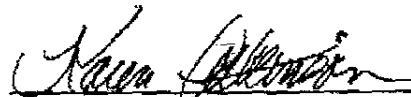
33301
**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

The name and the Florida street address of the registered agent and registered office of the Company is Sherwin P. Simmons, P.A., 200 S. Biscayne Boulevard, Suite 4000, Miami, Florida 33131.

**ARTICLE IV
MANAGEMENT**

The Company is to be managed by its member as set forth in its Operating Agreement and is therefore a member managed company.

IN WITNESS WHEREOF, the undersigned executed these Articles of Organization on the 14th of November, 2002.



Karen Atkinson
Authorized Representative of the Member

(In accordance with section 608.405(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true).

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

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

- (1) The name of the limited liability company is USA Prescription Holdings, LLC.
- (2) The name of the Florida street address of the registered agent and office are:

Sherwin P. Simmons, P.A.
200 S. Biscayne Boulevard
Suite 4000
Miami, Florida 33131

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 the 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 in Chapter 608, F.S.

Sherwin P. Simmons, P.A.

By: 
Sherwin P. Simmons, President

Date: November 14, 2002