

Division Corporations

L03000028170

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

From: Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

0650.18217

LIMITED LIABILITY COMPANY

CDN-Rx DISCOUNT PRESCRIPTIONS OF CANADA, LLC

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF ORGANIZATION
OF
CDN-Rx DISCOUNT PRESCRIPTIONS OF CANADA, LLC**

**ARTICLE I
Name**

The name of the Limited Liability Company is **CDN-Rx DISCOUNT PRESCRIPTIONS OF CANADA, LLC** (the "Company").

**ARTICLE II
Address**

The mailing address and street address of the principal office of the Company is 201 S. Biscayne Blvd., Suite 3000, Miami, Florida 33131.

**ARTICLE III
Registered Agent**

The name of the Company's registered agent in the State of Florida is B & C Corporate Services, Inc. and the address of the Company's registered office is 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.

**ARTICLE IV
Duration**

The period of duration for the Company shall be perpetual.

**ARTICLE V
Management**

The Company is to be managed by the member and the name and address of the initial managing member is:

Brett Erkin
201 S. Biscayne Blvd.
Suite 3000
Miami, Florida 33131

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ARTICLE VI

Admission of Additional Members

Members shall have the right to admit additional members as provided by the Florida Limited Liability Company Act by a vote of a majority-in-interest of the members.

ARTICLE VII

Members' Rights to Continue Business

The death, retirement, resignation, expulsion, dissolution, bankruptcy, dissociation or withdrawal of any member, or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved or its affairs to be wound-up, and upon the occurrence of any such event, the Company shall be continued without dissolution and without any affirmative action or requirement on the part of the members.

MEMBER:


BRETT ETKIN

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

PURSUANT TO THE PROVISIONS OF SECTION 608.407 OR 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **CDN-Rx DISCOUNT PRESCRIPTIONS OF CANADA, LLC.**
2. The name and address of the registered agent and office is: **B & C Corporate Services, Inc., 201 S. Biscayne Blvd., Suite 3000, 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 by 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 the obligations of my position as a registered agent.

B & C CORPORATE SERVICES, INC.

By: *Rosa M. Perez*
Rosa M. Perez, Vice President

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