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A Limited Liability Organization

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† Iowa ◊ Michigan  
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June 22, 2004

### VIA UPS

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

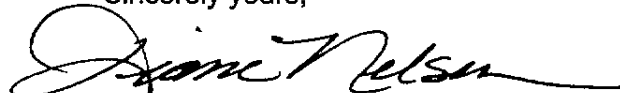
Re: Priority Pharmacy Services, LLC  
Our File No. 3641-02

Dear Sir or Madam:

Enclosed is one original and one copy of the Articles of Organization of Priority Pharmacy Services, LLC for filing with your office. I have also enclosed our Firm check in an amount of "Not to Exceed \$125.00" to cover the filing fee. Please return a file-stamped copy of the Articles to me in the enclosed envelope.

Should you need anything further to complete this filing, please do not hesitate to contact me. Thank you for your assistance!

Sincerely yours,



Diane L. Nelsen  
Legal Assistant

Enclosures

cc: Max J. Burbach

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**ARTICLES OF ORGANIZATION  
OF  
PRIORITY PHARMACY SERVICES, LLC**

The undersigned, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Florida Statutes §§ 608.401 et seq., does hereby adopt the following Articles of Organization for such Company:

**ARTICLE 1  
NAME**

The name of the Company is:

PRIORITY PHARMACY SERVICES, LLC.

**ARTICLE 2  
ADDRESS**

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

6561 Flanders Way  
Delray Beach, FL 33484

**ARTICLE 3  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the limited liability company is 6561 Flanders Way, Delray Beach, Florida 33484 and the name of the registered agent of the limited liability company at that address is Mark Erblat.

**ARTICLE 4  
DURATION AND EFFECTIVE DATE**

The Company shall be deemed formed and in existence upon the filing of these Articles of Organization with the Florida Department of State. The duration of the Company shall be perpetual.

**ARTICLE 5  
MANAGEMENT OF THE COMPANY**

The overall management of the Company shall be vested in its Managers, as provided in the Operating Agreement. The name and address of the initial Manager is:

Mark G. Keffeler  
8939 F Street  
Omaha, NE 68127

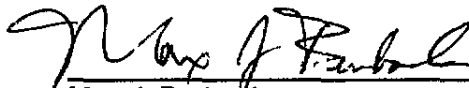
This instrument prepared by:  
Max J. Burbach, Esq.  
Lyneth T. Rhoten, Esq.  
Koley Jessen P.C., LLO  
1125 South 103 Street, Suite 800  
Omaha, NE 68124  
Telephone: (402) 390-9500  
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**ARTICLE 6  
PURPOSE**

The Company shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which companies may be organized under Chapter 608, Florida Statutes, as amended and supplemented from time to time.

IN WITNESS WHEREOF, the undersigned authorized representative of the member has hereunto set his hand and seal this 21 day of June, 2004.



Max J. Burbach  
Authorized Representative

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designed in the Articles of Organization, I hereby accept this 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.

IN WITNESS WHEREOF, as said registered agent, I have caused this statement to be signed on this 21 day of June, 2004.



Mark Erblat

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