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**FREEDOM PHARMACY, LLC**

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**AMENDED  
 ARTICLES OF ORGANIZATION  
 OF  
 FREEDOM PHARMACY LLC  
 DOCUMENT NUMBER L07000033051  
 EIN 20-8726615**

**ARTICLE I**

The original **ARTICLES OF INCORPORATION** for FREEDOM PHARMACY LLC, having been duly filed with the FL Secretary of State on the 28<sup>th</sup> of March 2008 [DOCUMENT NUMBER L07000033051] are hereby **AMENDED** effective this 22<sup>nd</sup> day of May 2007.

**ARTICLE II**

The name of the limited liability company is **FREEDOM PHARMACY LLC**.

**ARTICLE III**

The period of the limited liability company's duration shall be thirty (30) years from the date of filing of these Amended Articles of Organization.

**ARTICLE IV**

The purpose for which this limited liability company is organized is to operate and manage business holdings including but not limited to licensed pharmacies within the state of Florida.

**ARTICLE V**

The street and mailing address of this limited liability company in the state is: 7301A W Palmetto Park Road Ste 100C; Boca Raton FL 33433-3403

The name and address of the initial registered agent is:

Robert S. Weinroth      7301A W Palmetto Park Road Ste 100C  
 Boca Raton FL 33433-3403

**ARTICLE VI**

The total amount of cash is \$1,000.00, and there is no other property being contributed to the limited liability company. The contribution of each member is as follows:

<u>Member</u>	<u>Cash Contribution</u>	<u>Pro-Rata Share</u>
ROBERT S WEINROTH	\$ 500.00	50%
PAMELA J WEINROTH	\$ 250.00	25%
LORNE S YAFFE	\$ 250.00	25%
<b>TOTAL</b>	<b>\$1,000.00</b>	<b>100%</b>

**ARTICLE VII**

There may be additional contributions made by the members.

**ARTICLE VIII**

The members shall maintain the right to admit additional members. No member shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions of income, gain, loss deduction, credit or similar item which the assignor was entitled, to the extent assigned.

**ARTICLE IX**

On 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, the remaining members may continue the business of the limited liability company provided the unanimous consent of the remaining members is secured.

**ARTICLE X**

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own not less than fifty percent (50%) of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

**ARTICLE XI**

The management of the limited liability company is reserved to the initial members. The names and addresses of the members are:

MANAGING MEMBER:	ROBERT S WEINROTH 7301A W PALMETTO PARK RD STE 100C BOCA RATON FL 33433-3403
MEMBER:	PAMELA J WEINROTH 7301A W PALMETTO PARK RD STE 100C BOCA RATON FL 33433-3403
MEMBER:	LORNE S YAFFE 7301A W PALMETTO PARK RD STE 100C BOCA RATON FL 33433-3403

**ARTICLE XII**

Notwithstanding any other provisions of these Articles or the Operating Agreement and for federal income tax purposes, a members share of income, gain, loss, deduction, or credit shall be determined in accordance with the Company property/liabilities guaranteed or funded by one of more Members therefore allowing for the allocation to the Member or Members that bear the economic risk of loss of such property/debt.

**ARTICLE XIII**

The Company's existence began effective the 27<sup>th</sup> day of March 2007.

  
Robert S. Weinroth, Managing Member/Registered Agent  
7301A W Palmetto Park Rd Ste 100C  
Boca Raton FL 33433-3403

22 MAY 07  
Date

**STATEMENT OF REGISTERED AGENT**

I agree to continue to act as REGISTERED AGENT to accept service of process for **FREEDOM PHARMACY LLC** at the place designated above. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
Robert S. Weinroth, Managing Member/Registered Agent  
7301A W Palmetto Park Rd Ste 100C  
Boca Raton FL 33433-3403

22 MAY 07  
Date