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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

B. KOHR

FEB - 2 2011

EXAMINER

SPIEGEL & UTRERA, P.A.

(Requestor's Name)

1840 SOUTHWEST 22ND STREET, 4TH FLOOR

MIAMI, FL 33145 - (305) 854-6000

OFFICE USE ONLY

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. CONSULTANT PHARMACY SERVICES LLC

(Corporation Name)

(Document #)

E-mail address: **FLORIDAANNUALREPORTS@AMERILAWYER.COM**

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	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

Examiner's Initials

**ARTICLES OF ORGANIZATION**  
**OF**  
**CONSULTANT PHARMACY SERVICES LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, makes, acknowledges, and files the following Articles of Organization.

**ARTICLE 1 - NAME**

The name of the limited liability company shall be **CONSULTANT PHARMACY SERVICES LLC** ("Company").

**ARTICLE 2 - ADDRESS**

The principal place of business of the Company in Florida shall be 152 Road, Suite 165, Miami Beach, Florida 33139 and the mailing address shall be the same.

**ARTICLE 3 - EFFECTIVE DATE**

These Articles of Organization shall be effective immediately upon approval by the Secretary of State, State of Florida.

**ARTICLE 4 - DURATION**

Subject to the provisions of Article 8, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is dissolved as provided in these Articles of Organization.

**ARTICLE 5 - PURPOSES AND POWERS**

The general purpose for which the Company is organized is to engage in the business of pharmacy consulting and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.



**SPIEGEL & UTRERA, P.A.**  
**LAWYERS**

[www.amerilawyer.com](http://www.amerilawyer.com)

1840 CORAL WAY, 4TH FLOOR, MIAMI, FL 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 332-4505  
MAILING ADDRESS - POST OFFICE BOX 450605, MIAMI, FL 33245-0605

## **ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Company is Spiegel & Utrera at 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145. The name and address of the registered agent of this Company is Spiegel & Utrera, P.A. at 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145.

## **ARTICLE 7 - ADMISSION OF NEW MEMBERS**

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may not transfer his or her interest in the Company as set forth in the regulations of the Company. The transferee shall have no right to participate in the management of the business affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest in the Company consent to the proposed transfer by unanimous written consent.

## **ARTICLE 8 - TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of the remaining members, provided there are at least one remaining member.

## **ARTICLE 9 - MANAGEMENT**

The Company shall be managed by a manager or manager(s) in accordance with the regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation of the management of the affairs of the Company not inconsistent with law or these regulations of Organization. The names of all such manager(s) who is/are to serve as manager is/are:

Operating Manager:           Yeny Vargas

Secretary:                       Yeny Vargas

whose mailing addresses shall be the same as the principal office of the Company



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**ARTICLE 10 - INDEMNIFICATION**

The Company shall indemnify managers and/or members of the Company who were wholly successful, on the merits or otherwise, in the defense of any proceeding to which the managers and/or members was a party because the manager or member is or was a manager and/or member of the Company against reasonable attorney fees and expenses incurred by the managers and/or members in connection with the proceeding. The Company may indemnify an individual made a party to a proceeding because the individual is or was a member, manager, employee or agent of the Company against liability if authorized in the specific case after determination in the manner required by the member(s), that indemnification of the manager, employee or agent, as the case may be, is permissible in the circumstances because the member, manager, employee or agent has met the standard of conduct set forth by the member(s). The indemnification and advancement of attorney fees and expenses for managers, employees and agents of the Company shall apply to such persons are serving at the Company's request while a member, manager, employee or agent of the Company, as the case may be, as a member, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether for profit, as well as in their official capacity with the Company. The Company also may pay for or reimburse the reasonable attorney fees and expenses incurred by a member, manager, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding. The Company shall purchase and maintain insurance on behalf of an individual arising from the individual's status as a member, manager, employee or agent of the Company, whether or not the Company would have power to indemnify the individual against the same claim under the law. All references in these Articles of Organization are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a manager, employee or agent of the Company or the ability of the Company to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions relating to indemnification or advancement of the attorney fees or expenses shall be held to be as contrary to law or public policy, it shall be severable and the provisions shall not be otherwise affected. All references in these Articles of Organization to "member", "manager", "employee" and "agent" shall include the heirs, executors, administrators and personal representatives of such persons.

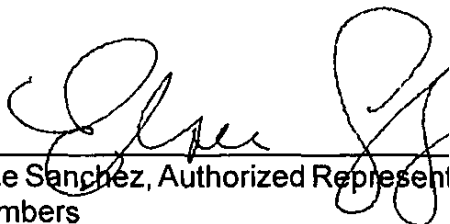
**SPIEGEL & UTRERA, P.A.**

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**IN WITNESS WHEREOF**, The undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Miami, Florida, for the foregoing uses and purposes, this \_\_\_\_\_.

  
Elsie Sanchez, Authorized Representative of the Members

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF ORGANIZATION**

Spiegel & Utrera, P.A., having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the foregoing Articles of Organization, is familiar with and accepts the obligations and position of Registered Agent under Section 608.4155, Florida Statutes and other Florida Statutes.

Spiegel & Utrera, P.A.

  
By: \_\_\_\_\_  
Natalia Utrera, Vice President



**SPIEGEL & UTRERA, P.A.**  
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