L12000144694

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JUL 28 2016
J. HARRIS

July 15th, 2016

~~June 27,~~ 2016

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Corporate Filings
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Amendment for Alpha-Omega Pharmacy, LLC
Document No. L12000144694

Dear Sir or Madam:

Please find enclosed for filing Articles of Amendment for Alpha-Omega Pharmacy, LLC. Also enclosed is the filing fee of $25.00 made payable to the Florida Department of State.

Please return all correspondence concerning this matter to me at the address above. For further information concerning this matter, please contact me at the telephone number set forth below.

Very truly yours,

Scott Kurzawa, RPh, its Manager

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
ALPHA-OMEGA PHARMACY, LLC

Pursuant to the Florida Revised Limited Liability Company Act (the **"Act"**), **ALPHA-OMEGA PHARMACY, LLC**, a Florida limited liability company (the **"Company"**), does hereby amend its Articles of Organization as follows:

FIRST: The name of the Company is: ALPHA-OMEGA PHARMACY, LLC.

SECOND: The original Articles of Organization of the Company were filed with the Florida Department of State on November 2, 2012.

THIRD: The document number of the Company is: L12000144694.

FOURTH: The Company's Articles of Organization are hereby amended as follows:

Article II of the Articles of Organization is deleted in its entirety and replaced with:

ARTICLE II

MAILING ADDRESS

The mailing address and the street address of the Company's principal place of business in Florida is:

8222 118th Ave
Largo, FL 33773

Article 5 of the Articles of Organization is deleted in its entirety and replaced with:

ARTICLE III

REGISTERED AGENT, REGISTERED OFFICE
& REGISTERED AGENT'S SIGNATURE

The name of the Company's registered agent and the address of the Company's registered agent for service of process in Florida is:

Bryan Holmes
8222 118th Ave
Largo, FL 33773

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 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 for in Chapter 605, Florida Statutes.

Bryan Holmes

Article 6 of the Articles of Organization is deleted in its entirety and replaced with:

ARTICLE IV

MANAGER(S) OR MANAGING MEMBERS(S)

The Company shall be Manager managed. The name and address of the current Manager is:

Bryan Holmes
8222 118th Ave
Largo, FL 33773

IN WITNESS WHEREOF, the undersigned Member(s) and Manager of the Company have executed these Articles of Amendment to Articles of Organization on this 27th day of June, 2016.

Bryan Holmes, as Manager

Bryan Holmes, on behalf of BH MEDICAL CORPORATION, as Member

ACTION BY JOINT WRITTEN CONSENT
OF THE MEMBER AND MANAGERS OF
ALPHA-OMEGA PHARMACY, LLC
(a Florida limited liability company)

June 27, 2016

The undersigned, as the sole member (the "**Member**") and all of the managers (the "**Managers**") of **ALPHA-OMEGA PHARMACY, LLC**, a Florida limited liability company (the "**Company**"), in lieu of a meeting thereof, **DO HEREBY TAKE** the actions set forth below and **DO HEREBY ADOPT** the following resolutions by joint written consent pursuant to Sections 605.04073(4) and 605.04073(5) of the Florida Revised Limited Liability Company Act.

APPROVAL OF MEMBERSHIP INTEREST PURCHASE AGREEMENT

WHEREAS, the Company desires to enter into that certain Membership Interest Purchase Agreement (the "**Purchase Agreement**") dated as of June 27, 2016, by and among the Company, the Member, the individual owners of the Member and **BH MEDICAL CORPORATION**, a Florida S Corporation (the "**Buyer**");

WHEREAS, in conjunction with the Purchase Agreement, the Company desires to enter into each of the other documents defined in and contemplated by the Purchase Agreement and such other certificates and documents as the Buyer, the Member, the Company or its counsel may reasonably request (collectively with the Purchase Agreement, the "**Transaction Documents**"), pursuant to which the Member would sell one hundred percent (100%) of its membership interests in the Company to the Buyer and take the other actions contemplated by the Transaction Documents (the "**Transaction**"); and

WHEREAS, the undersigned desire to approve the Transaction and the Company's execution and delivery of each of the Transaction Documents.

NOW, THEREFORE, BE IT RESOLVED, that the Managers and the Member of the Company have determined it to be advisable and in the best interests of the Company to enter into each of the Transaction Documents and to consummate the Transaction;

FURTHER RESOLVED, that the Managers and the Member of the Company hereby authorize, approve and ratify the execution and delivery of each of the Transaction Documents and the consummation of the Transaction;

FURTHER RESOLVED, that the form, terms and provisions of the Purchase Agreement substantially in the form attached hereto as **Exhibit A** are hereby authorized, adopted and approved;

FURTHER RESOLVED, that the Company's Manager, Scott Kurzawa, RPh, is hereby authorized and directed to do and perform all such further actions and things and to sign and execute all such further documents and certificates and to take all such further steps as such

Manager, in his sole discretion, may deem necessary, advisable, convenient or proper to effectuate the Transaction and the other transactions contemplated by the Transaction Documents, or to otherwise carry out the intent of the foregoing resolutions; and

FURTHER RESOLVED, that all prior lawful acts taken or caused to be taken by or on behalf of the Company by its Manager Scott Kurzawa, RPh in connection with the Transaction and the consummation of the transactions contemplated by the Transaction Documents, are hereby ratified, approved and adopted.

GENERAL AUTHORIZING RESOLUTIONS

NOW, THEREFORE, BE IT RESOLVED, that the Company's Manager Scott Kurzawa, RPh is hereby authorized to do and perform, or cause to be done and performed, all such other acts, deeds and things, including the expenditure of reasonable monies, and to negotiate, make, execute, deliver, or cause to be made, executed, delivered and recorded, all such agreements, undertakings, documents, instruments and certificates in the name and on behalf of the Company or otherwise as such Manager may deem necessary, appropriate or expedient to effect the transactions contemplated herein, and to otherwise carry out fully the purpose and intent of the foregoing resolutions;

FURTHER RESOLVED, that all prior lawful acts taken or caused to be taken by or on behalf of the Company's Manager Scott Kurzawa, RPh in connection with the foregoing recitals and resolutions, and all other documents and actions ancillary thereto, be, and hereby are, ratified, approved and adopted as the acts of the Company; and

FURTHER RESOLVED, that this Action by Joint Written Consent may be executed in counterparts, which, when taken together, shall constitute one and the same instrument. The transmission of counterpart signature pages to this Action by Joint Written Consent by facsimile or as portable document format attachments to electronic mail shall constitute effective execution and delivery of this Action by Joint Written Consent and may be used in lieu of original counterpart signature pages of this Action by Joint Written Consent for all purposes.

[Signature Page Follows]

SIGNATURE PAGE
TO
ACTION BY JOINT WRITTEN CONSENT
OF THE MANAGERS AND MEMBER OF
ALPHA-OMEGA PHARMACY, LLC
(a Florida limited liability company)

IN WITNESS WHEREOF, the undersigned have executed this Action by Joint Written Consent this ~~27th~~ 15th day of ~~June~~ July, 2016, to be effective as of the date first set forth above.

MANAGER & MEMBER:

ALPHA-OMEGA PHARMACY LLC

By:_____
Scott Kurzawa, RPh, its Manager

Exhibit A

Form of Membership Interest Purchase Agreement

(See attached)