

JOHN J. USKERT, P. A.

165 HARRISON AVENUE
PANAMA CITY FLORIDA 32101

TEL: 001-604-233-1061
FAX: 001-604-233-1060

November 25, 1994

L95000000046

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: A Florida Limited Liability Company
Articles of Organization
PANHANDLE PHARMACY SERVICES, L.C.

Dear Sir or Madam:

Please find enclosed the original, executed Articles of Organization of **PANHANDLE PHARMACY SERVICES, L.C.** for filing with the Department of State, Division of Corporations, together with the Affidavit of Membership and Contributions and the Certificate of Designation of Registered Agent/Registered Office.

Also find enclosed a true copy of said documents.

Also enclosed is a check payable to the Department of State in the amount of \$337.50 for the filing fee (\$250.00), for the return of a certified copy (\$52.50) and for designation of the registered agent (\$35.00).

Please mail the certificate evidencing filing of these Articles to this office and to my attention.

Sincerely,

John J. Uskert

JJU/jmj
Enclosures.
cc: Scott Paramore
Marion W. King
Al Johnson
Mark Plummer
Jim Watts

11/30/94
 1147
 195-1940



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 30, 1994

JOHN J. USKERT, P.A.
465 HARRISON AVE.
PANAMA CITY, FL 32401

SUBJECT: PANHANDLE PHARMACY SERVICES, L.C.
Ref. Number: W94000025540

We have received your document for PANHANDLE PHARMACY SERVICES, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Every corporation, limited partnership, general partnership, or trust/trustee listed as a manager or managing member of a limited liability company must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6929.

Brendolyn Bruton
Corporate Specialist

Letter Number: 794A00051297

LAW OFFICES

JOHN J. USKERT, P.A.

463 HARRISON AVENUE
PANAMA CITY, FLORIDA 32401

TELEPHONE (904) 784-1361
FAX (904) 763-0410

January 13, 1995

Department of State
Attn: Ms. Brendolyn Bruton
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: A Florida Limited Liability Company
Articles of Organization
PANHANDLE PHARMACY SERVICES, L.C.
Ref. Number W94000025540
Letter Number 794A00051297

Dear Ms. Bruton:

Please find enclosed a copy of your letter dated November 30, 1994 and the original, executed Articles of Organization of PANHANDLE PHARMACY SERVICES, L.C. for filing with the Department of State, Division of Corporations, together with the Affidavit of Membership and Contributions and the Certificate of Designation of Registered Agent/Registered Office.

The deficiency you pointed out regarding Paramore's Pharmacy, Inc. has been cured. Additionally, Al Johnson, rather than Johnson's Pharmacy, will be an individual managing member.

I have previously provided the Secretary of State my check in the amount of \$337.50.

Also find enclosed a true copy of said documents.

Please mail the certificate evidencing filing of these Articles to this office and to my attention.

Sincerely,



John J. Uskert

JJU/jmj

Enclosures.

cc: Scott Paramore
Marion W. King
Al Johnson

Mark Plummer
Jim Watts

ARTICLES OF ORGANIZATION
a Florida Limited Liability Company

ARTICLE I
(Name)

The name of the limited liability company is:

PANHANDLE PHARMACY SERVICES, L.C.

ARTICLE II
(Address)

The mailing address and street address of the limited liability company is:

4314 Fifth Avenue
Marianna, FL 32446

ARTICLE III
(Duration)

The period of duration of the limited liability company shall be perpetual.

ARTICLE IV
(Purpose)

The limited liability company is hereby organized for any lawful purpose.

ARTICLE V
(Management)

The limited liability company shall initially be managed by the members and the names and addresses of the initial managing members are as follows:

1. Paramore's Pharmacy, Inc.
Scott Paramore, R.Ph.
4314 Fifth Avenue
Marianna, FL 32446

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2. Chiploy Drugs, Inc.
Marlon W. King, R.Ph.
400 South Blvd., W.
Chiploy, FL 32428
3. ~~XXXXXXXXXXXXXXXXXXXX~~
Al Johnson, R.Ph.
219 N. Waukesha Street
Bonifay, FL 32425
4. Bristol Pharmacy, Inc.
Mark Plummer, R.Ph.
P.O. Box 596
Bristol, FL 32321
5. The Watts Co. of Marianna, Inc.
Waco Drugs & Gifts
Jim Watts, R.Ph.
4154-G Lafayette Street
Marianna, FL 32446

ARTICLE VI
(Initial Members)

The names and addresses of the initial members are as follows:

Bristol Pharmacy, Inc. P.O. Box 596 Bristol, FL 32321	Chiploy Drugs, Inc. 400 South Blvd., W. Chiploy, FL 32428
Cook Discount Drugs, Inc. 5324 Brown Street Graceville, FL 32446	Golden Pharmacy, Inc. 218 N. Main Street Blountstown, FL 32424
Horizon Health Care Systems, Inc. 301 St. Rd. 280 W. Chiploy, FL 32428	Johnson's Pharmacy 219 N. Waukesha Street Bonifay, FL 32425
Kelson Drug, Inc. 3008 Jefferson St., Ste. B Marianna, FL 32446	King's Discount Drugs 1238 Main Street Chiploy, FL 32428
Malone Pharmacy P.O. Box 40 Malone, FL 32445	Padgett Drugs 111 N. Waukesha Street Bonifay, FL 32425

Paramore's Pharmacy, Inc.
4314 Fifth Avenue
Marianna, FL 32446

Pitts Pharmacy
P.O. Box 986
Wowahitchka, FL 32465

Service Drug Store
P.O. Box 216
Graceville, FL 32440

Vernon Discount Drugs, Inc.
P.O. Box 738
Vernon, FL 32462

The Watts Co. of Marianna, Inc.
Waco Drugs & Gifts
4154-G Lafayette St.
Marianna, FL 32446

Watson Drug Store, Inc.
P.O. Box 188
Marianna, FL 32447

Vital Care of Marianna
4303 3rd Avenue
Marianna, FL 32446

Tri-State Infusion, Inc.
111 N. Waukesha Street
Bonifay, FL 32425

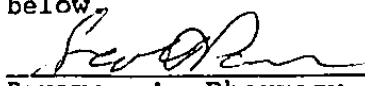
ARTICLE VII
(Admission of Additional Members)

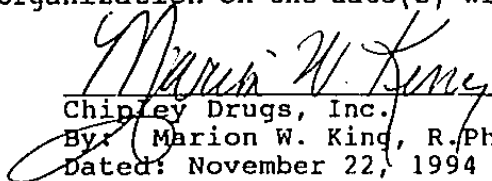
The right of the current members to admit additional members and the terms and conditions of the admissions shall require that the current members must give consent by a three-fourths (3/4) majority consent for the admission of additional members.

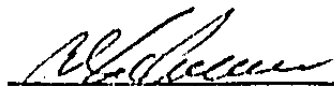
ARTICLE VIII
(Members' Rights to Continue Business)

The right of the remaining members of the limited liability company to continue the business 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 in the limited liability company shall require a three-fourths (3/4) majority consent of the remaining members.

IN WITNESS WHEREOF, the undersigned initial managing members have executed these Articles of Organization on the date(s) written below.


Paramore's Pharmacy
By: Scott Paramore, R.Ph.
Dated: November 22, 1994

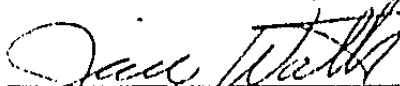

Chipley Drugs, Inc.
By: Marion W. King, R.Ph.
Dated: November 22, 1994



Johnson's Pharmacy
By: Al Johnson, R.Ph.
Dated: November 22, 1994



Bristol Pharmacy, Inc.
By: Mark Plummer, R.Ph.
Dated: November 22, 1994




The Watts Co. of Marianna, Inc.
Waco Drugs & Gifts
By: Jim Watts, R.Ph.
Dated: November 22, 1994

STATE OF FLORIDA
COUNTY OF JACKSON

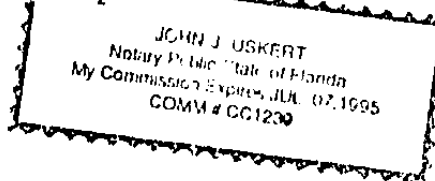
BEFORE ME, personally appeared Scott Paramore, Marion W. King, Al Johnson, Mark Plummer and Jim Watts, to me personally known or having produced a valid Florida Driver's License as identification and known to me to be the persons described in and who executed the foregoing Articles of Organization and acknowledged before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 22nd day of November, 1994.


NOTARY PUBLIC

Printed Name: John J. Uskert

My Commission Expires



AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF JACKSON

BEFORE ME, this day personally appeared, Scott Paramore, Marion W. King, Al Johnson, Mark Plummer and Jim Watts, who after being duly sworn, depose and say that the following information is true and correct according to his best knowledge and belief:

1. The above named limited liability company has at least two (2) members.

2. The total amount of cash contributed by the members is \$1,800.00.

3. If any, the agreed value of property other than cash contributed by members is \$ N/A.

4. The total amount of cash or property anticipated to be contributed by the members is not more than \$20,000.00 per member, or a total of not more than \$360,000.00.

Scott Paramore
Paramore's Pharmacy
By: Scott Paramore, R.Ph.
Dated: November 22, 1994

Al Johnson
Johnson's Pharmacy
By: Al Johnson, R.Ph.
Dated: November 22, 1994

Jim Watts
The Watts Co. of Marianna, Inc.
Waco Drugs & Gifts
By: Jim Watts, R.Ph.
Dated: November 22, 1994

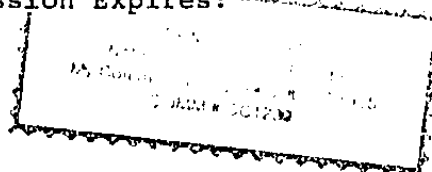
Marion W. King
Chapley Drugs, Inc.
By: Marion W. King, R.Ph.
Dated: November 22, 1994

Mark Plummer
Bristol Pharmacy, Inc.
By: Mark Plummer, R.Ph.
Dated: November 22, 1994

STATE OF FLORIDA
COUNTY OF JACKSON

The foregoing instrument was acknowledged before me this 22nd day of November, 1994 by Paramore, Marion W. King, Al Johnson, Mark Plummer and Jim Watts, to me personally known or having produced a valid Florida Driver's License as identification and did take an oath.

John J. Uskert
NOTARY PUBLIC
Printed Name: John J. Uskert
My Commission Expires:



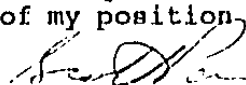
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/
REGISTERED OFFICE

Pursuant to the provisions of §608.415 or §608.507, Florida Statutes (1993), the undersigned limited liability company submits the following statement in designating the registered agent / registered office in the State of Florida.

1. The name of the limited liability company is **PANHANDLE PHARMACY SERVICES, L.C.**

2. The name and address of the registered agent and office is **Scott Paramore, 4314 Fifth Avenue, Marianna, FL 32446.**

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 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.



SCOTT PARAMORE
Registered Agent

Dated: November 22, 1994

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1995 JAN 17 PM 1:41
TALLAHASSEE

2nd NOTICE: Limited Liability Company Will Be Dissolved On Or After August 21, 1998. If Dissolved, Minimum Amount Due To Reimburse: \$738.75

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1996

FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State
DIVISION OF CORPORATIONS

FILING FEE Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee + \$25.00 LATE FEE
\$ 263.75 Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address of Limited Liability Company
DOCUMENT # L95000000046

PANHANDLE PHARMACY SERVICES, L.C.
4314 FIFTH AVE.
MARIANNA FL 32446

1a. Principal Place of Business Address
4314 FIFTH AVE.
MARIANNA FL 32446

If above mailing address is incorrect in any way, line through incorrect information and enter correct in Block 2a

2. Principal Place of Business		2a. Mailing Address	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
Zip	Country	Zip	Country

3. Date Organized or Qualified	3a. State of Formation
01/17/1995	FL
4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
650597149	
5. Date of Last Report	6. Certificate of Status Desired
	<input type="checkbox"/> 50% Additional Fee Required

7. Name and Address of Current Registered Agent

PARAMORE, SCOTT
4314 FIFTH AVE.
MARIANNA FL 32446

8. Name and Address of New Registered Agent

Name
Street Address (P.O. Box Number Is Not Acceptable)
400001862184
Suite, Apt. #, etc.
-06/14/96--01039--001
City
FL
Zip Code
***263.75 ***263.75

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE _____ DATE _____
(If signed Agent Accepts Appointment) (If Not, Registered Agent Signature Required when re-appointing)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	PARAMORE'S PHARMACY, I	4314 FIFTH AVE.	MARIANNA FL
MGRM	CHIPLEY DRUGS, INC.	100 SOUTH BLVD., W	CHIPLEY FL
MGRM	JOHNSON, AL R.P.H.	219 N. WAUKESHA ST.	BONIFAY FL
MGRM	BRISTOL PHARMACY, INC.	P.O. BOX 596 N/A	BRISTOL FL
MGRM	THE WATTS CO. OF MARIA	1154-G LAFAYETTE ST.	MARIANNA FL
MEM	COOK DISCOUNT DRUGS, I	5324 BROWN ST.	GRACEVILLE FL

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: E. Scott Paramore 6/25/96 SW-482-3524
SIGNATURE AND PRINTED OR PRINTED NAME OF SIGNING MANAGER OR MEMBER OR MANAGER Date Daytime Phone #