

*Schwartz, Manes & Ruby*

RICHARD M. SCHWARTZ, LL.M., TAXATION\*  
DENNIS L. MANES, LL.M., TAXATION  
STANLEY L. RUBY, LL.M., TAXATION\*\*  
THOMAS J. BREED  
SCOTT M. SLOVIN, LL.M., TAXATION  
ARTHUR D. WEBER, JR.  
DONALD B. HORDES, LL.M., LABOR\*\*\*  
HARRY S. SUDMAN  
DEBBIE A. LEVIN, LL.M., TAXATION  
WILLIAM S. WYLER  
STEPHEN J. PATSFALL  
KENNETH R. THOMPSON, II  
STEPHEN M. YEAGER\*\*  
DONNA M. BERGMANN\*\*  
MICHAEL G. SCHWARTZ, LL.M., TAXATION

**A LEGAL PROFESSIONAL ASSOCIATION**

2900 CAREW TOWER  
441 VINE STREET  
CINCINNATI, OHIO 45202-3090  
TELEPHONE 513/579-1414  
TELECOPIER 513/579-1418

CHARLES J. DAVIS  
PETER M. BURRELL  
JOSEPH F. PFLUM  
EDWARD J. SPAETH, LL.M., TAXATION  
HAROLD T. SCHISLER, II  
DAVID O. KERN  
MATTHEW D. GOTTSCHALL

OF COUNSEL:  
HERBERT BASS  
JAMES J. MCGRAW, JR.\*\*  
JOHN B. ARMSTRONG

\*ALSO ADMITTED IN NY.  
\*\*ALSO ADMITTED IN KY.  
\*\*\*ALSO ADMITTED IN D.C.

October 9, 1998

Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

ATTN: Corporations Division

RE: Articles of Organization  
PHARMCO FLORIDA, L.L.C.

800002665798--3  
-10/16/98--01089--004  
\*\*\*285.00 \*\*\*285.00

Dear Sir:

Enclosed please find the Articles of Organization and Appointment of Statutory Agent for the limited liability company, PHARMCO FLORIDA, L.L.C. Please file these articles and return the filed original to the undersigned. I have enclosed a check in the amount of \$285.00 and request that this matter be given expedited service.

In this connection, should you have any questions or problems please call the undersigned collect at 513/579-1414.

Sincerely,

SCHWARTZ, MANES &amp; RUBY

Theodora J.F.M. Stadler  
Business Paralegal

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
9 NOV -3 PM 12:21

Name	
Availability	
Document	
Director	DCC
DHS:rm encl.	cc
Director	
Manager	c
Assignment	DCC
W. P. Verifyer	DCC

L98000002529

498000023960

# *Schwartz, Manes & Ruby*

A LEGAL PROFESSIONAL ASSOCIATION

2900 CAREW TOWER  
441 VINE STREET  
CINCINNATI, OHIO 45202-3090

TELEPHONE 513/579-1414  
TELECOPIER 513/579-1418

October 28, 1998

RICHARD M. SCHWARTZ, LL.M., TAXATION\*  
DENNIS L. MANES, LL.M., TAXATION  
STANLEY L. RUBY, LL.M., TAXATION\*\*  
THOMAS J. BREED  
SCOTT M. SLOVIN, LL.M., TAXATION  
ARTHUR D. WEBER, JR.  
DONALD B. HORDES, LL.M., LABOR\*\*\*  
HARRY S. SUDMAN  
DEBBIE A. LEVIN, LL.M., TAXATION  
WILLIAM S. WYLER  
STEPHEN J. PATSFALL  
KENNETH R. THOMPSON, II  
STEPHEN M. YEAGER\*\*  
DONNA M. BERGMANN\*\*  
MICHAEL G. SCHWARTZ, LL.M., TAXATION

CHARLES J. DAVIS  
PETER M. BURRELL  
JOSEPH F. PFLUM  
EDWARD J. SPAETH, LL.M., TAXATION  
HAROLD T. SCHISLER, II  
DAVID O. KERN  
MATTHEW D. GOTTSCHALL

OF COUNSEL:  
HERBERT BASS  
JAMES J. MCGRAW, JR.\*\*  
JOHN B. ARMSTRONG

\*ALSO ADMITTED IN NY.  
\*\*ALSO ADMITTED IN KY.  
\*\*\*ALSO ADMITTED IN D.C.

## VIA FEDERAL EXPRESS

Florida Department of State  
409 E. Gaines Street  
Tallahassee, FL 32399  
ATTN: DIANE KUSHY  
CORPORATIONS DIVISION

Re: Articles of Organization  
Pharmco Florida Services, L.L.C.  
Our Ref. No. 980478.001

Dear Diane:

Enclosed please find the Articles of Organization and Appointment of Statutory Agent for the limited liability company Pharmco Florida, Services, L.L.C. Please file these Articles and return the filed original to the undersigned. As you will be aware, you and I have had a number of conversations in the past week regarding the filing of these Articles. You are already in the possession of a check in the amount of the filing fee of \$285.00 which was submitted with our prior request and retained by your office.

Given the delay in filing because of the name issue, I would request that at this time you complete this matter in an expedited manner. In this connection, should you have any questions or problems please call the undersigned collect at (513) 579-1414.

Sincerely,

SCHWARTZ, MANES & RUBY

Dorothy J. Stadler,  
Business Paralegal

TJS/kl  
Enclosures



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

October 21, 1998

THEODORA J.F.M. STADLER  
SCHWARTZ MANES & ROBY  
441 VINE STREET, 2900 CAREW TOWER  
CINCINNATI, OH 45202-3090

SUBJECT: PHARMCO FLORIDA, L.L.C.  
Ref. Number: W98000023969

We have received your document for PHARMCO FLORIDA, L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your limited liability company name is unavailable, pursuant to section 608.406(4), Florida Statutes. Since it is not distinguishable from the name of an existing entity. Please select a new name and make the substitution in all appropriate places. One or more words must be added to make the name distinguishable from the one presently on file.

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 (850) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 698A00052020

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY (VU)

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

PHARMCO FLORIDA SERVICES, L.L.C.

**ARTICLE II - Address:**

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

8060 Bryan Dairy West, Suite B  
Largo, Florida 33777

**ARTICLE III - Duration:**

The period of duration for the Limited Liability Company shall be:

Perpetual

**ARTICLE IV - Management:**

(Check the appropriate box and complete the statement)

☒ The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

Gary R. Whitehead 9875 Redhill Drive, Cincinnati, Ohio 45242  
Barry Kohn 6210 Cleves-Warsaw Road, Cincinnati, Ohio 45233  
James Farley 7265 Kenwood Rd., Suite 300, Cincinnati, Ohio 45236  
David Smith 1 McKnight Place, St. Louis, Missouri 63124  
David Viens 8060 Bryan Dairy West, Suite B, Largo, Florida 33777

☐ The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV -3 PM 12:21

**ARTICLE V - Admission of Additional Members:**

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

The Members by their unanimous vote may admit any person or entity by issuance of Membership Interests for such consideration as the Members by their unanimous vote shall determine.

**ARTICLE VI - Members Rights to Continue Business.**

The right, if given, 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 be:

The remaining Members by Consent of a Majority of the Capital Interest, within ninety (90) days after such event, may continue the business of the Limited Liability Company if there is at least two remaining Members.

**ARTICLE VII - Affidavit of Membership and Contributions**

The undersigned member or authorized representative of a member of Pharmco Florida Services, L.L.C. certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is

\$ 1,000

3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0

(A description of the property is attached and made a part hereto.); and

4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is

\$ 1,000

62W [Signature]  
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Gary R. Whitehead

Typed or printed name of signee

Filing Fee: \$250.00 for Articles and Affidavit

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,  
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING  
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN  
THE STATE OF FLORIDA.

1. The name of the limited liability company is: Pharmco Florida Services, L.L.C.

2. The name and the Florida street address of the registered agent are:

David Viens

NAME

8060 Bryan Dairy West, Suite B

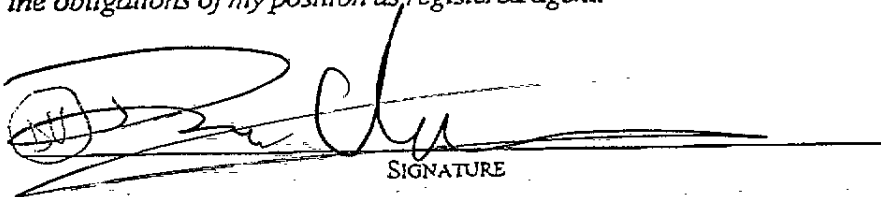
Florida street address (P. O. Box NOT ACCEPTABLE)

Largo, FL 33777

CITY, STATE AND ZIP

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV -3 PM 12:21

*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.*

  
SIGNATURE

Filing Fee: \$ 35 for Designation of Registered Agent