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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

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City State Zip Phone

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CORPORATION(S) NAME

The Harvard Drug Group, L.L.C.

000002229130--6
-07/02/97--01065--025
*****35.00 *****35.00

000002229130--6
-07/02/97--01065--024
****250.00 ****250.00

( ) Profit
( ) NonProfit
(✓) Limited Liability Co.
( ) Foreign

( ) Amendment
( ) Dissolution/Withdrawal

( ) Merger
( ) Mark

( ) Limited Partnership
( ) Reinstatement

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CR2E031 (1-89)

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. THE HARVARD DRUG GROUP, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. ~~Please Note: L.L.C. is not an acceptable suffix in Florida.)~~

2. Michigan
(Jurisdiction under the law of which foreign limited liability company is organized)

3. Applied for
(FEI number, if applicable)

4. June 24, 1997
(Date of Organization)

5. December 31, 2047
(Duration: Year limited liability company will cease to exist or "perpetual")

6. N/A - will commence on 7/1/97
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.)

7. 31778 Enterprise Drive
Livonia, Michigan 48150
(Street address of principal office)

8. List and indicate in title space provided the name, title, and business address of each managing member[MGRM] or manager[MGR]. It is not necessary to list members.
(attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
GREAT LAKES WHOLESALE DRUGS, INC. 31778 Enterprise Drive Livonia, MI 48150	MGR		

Filing Fee: $ 52.50 for Application

(FL. - LLC 3289 - 3/10/97)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

97 JUN 30 PM 3:58

The undersigned member or authorized representative of a member of ____________

THE HARVARD DRUG GROUP, L.L.C. ____________ deposes and says:

1) the above named limited liability company has at least two members

2) the total amount of cash contributed by the member(s) is $ ____*____0____ .

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.

4) the total amount of cash or property anticipated to be contributed by member(s) is $ ____*__0____ . This total includes amounts from 2 and 3 above.

GREAT LAKES WHOLESALE DRUGS, INC., Manager

By: ______________________________

Signature of a member or 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.)
RANDOLPH J. FRIEDMAN, President

*This information is currently unavailable; the information will be provided within the next 30 days on a Supplemental Affidavit of Capital Contributions for a Limited Liability Company.

Filing Fee: $ 52.50 for Affidavit

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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DIVISION OF CORPORATIONS
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PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

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97 JUN 30 PM 3:58

1. The name of the limited liability company is: THE HARVARD DRUG GROUP, L.L.C.

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97 JUN 30 PM 3:58

2. The name and address of the registered agent and office is:

C T CORPORATION SYSTEM
(Name)

c/o C T CORPORATION, 1200 South Pine Island Road,
(P.O. Box not acceptable)

Plantation, Florida 33324
(City/State/Zip)

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.

C T CORPORATION SYSTEM

(Signature) 6-26-97 (Date)

Assistant Vice President
(Title)

FILING FEE: $ 35 for Designation of Registered Agent

(FLA. - LLC 3364 - 3/6/95)

UNITED STATES OF AMERICA

The State of Michigan

TUEBOR

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SI QUAERIS PENINSULAM AMOENAM

CIRCUMSPICE

Michigan Department of Consumer and Industry Services

Lansing, Michigan

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This is to Certify That

THE HARVARD DRUG GROUP, L.L.C.

a Michigan limited liability company, filed Articles of Organization in this office on June 24, 1997.

I FURTHER CERTIFY that the Articles are in full force and effect as of this date, and a Certificate of Dissolution has not been filed.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 26th day of June, 1997.

Craig B. Newell

, Acting Director

Corporation, Securities and Land Development Bureau

171L

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