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FLORIDA NON-PROFIT CORPORATION

RxAlliance, Inc.

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ARTICLES OF INCORPORATION
OF
RxALLIANCE, INC.

The undersigned, acting as incorporator of RxAlliance, Inc., under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is: RxAlliance, Inc.

ARTICLE II. ADDRESS

The street address of the initial principal office and the mailing address of the corporation are:

2555 Davie Road, Suite 110
Ft. Lauderdale, Florida 33317

ARTICLE III. DURATION AND COMMENCEMENT

The corporation will exist perpetually, commencing on the date of filing these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized as a corporation not for profit, exclusively for the purpose of serving as a not for profit trade association or business league within the meaning of section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future federal tax code, to serve the common business and professional interests of, and to improve the business and professional conditions of, companies providing electronic transaction processing and information exchange services between pharmacies, physicians, and patients and of others in related businesses, including but not limited to, the creation and operation of a national electronic pharmacy information network designed to bring quality of care benefits and cost savings of e-prescribing, to physicians and their patients. In furtherance of these purposes, the corporation may make or accept grants, carry on programs and activities, and sponsor projects in order to promote and support the business and professional reputation and development of companies providing electronic transaction processing and information exchange services between pharmacies, physicians, and patients, and in order to promote, support and enhance the professional skills and proficiency of, and the business and professional opportunities available to, such companies. Further, the corporation may engage in other activities designed or intended to accomplish such purposes. To these ends, the corporation may do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of these purposes, and it shall have and may exercise all other powers and authority now or hereafter conferred upon corporations not for profit in the State of Florida.

Prepared by Crystal Adkins, Esquire
Holland & Knight LLP (904) 353-2000
50 North Laura Street, Suite 3900
Jacksonville, Florida 32202
Florida Bar No.: 0014044

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ARTICLE V. LIMITATIONS ON CORPORATE POWER

The corporate powers of the corporation are as provided in Section 617.0302, Florida Statutes, except to the extent such powers are limited by the following provisions of this Article:

(a) No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

(b) Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The corporation designates 2555 Davie Road, Suite 110, Ft. Lauderdale, Florida 33317, as the street address of the initial registered office of the corporation and names Frank M. Puthoff the corporation's initial registered agent at that address to accept service of process within this state.

ARTICLE VII. MEMBERS

The corporation shall have one or more classes of members as provided in the bylaws of the corporation. The number of classes, the qualifications and rights of each class of members, and the manner of their admission shall be as provided in the bylaws.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation shall be governed by a board of directors. The board of directors has three (3) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than three (3). The method of election or appointment of the directors shall be as provided in the bylaws. The names and addresses of the initial directors are:

Nancy J. Ham	2555 Davie Road, Suite 110 Ft. Lauderdale, Florida 33317
John Paul Guinan	2555 Davie Road, Suite 110 Ft. Lauderdale, Florida 33317
Frank M. Puthoff	2555 Davie Road, Suite 110 Ft. Lauderdale, Florida 3331

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator as:

Name

Address

Crystal J. Adkins

50 N. Laura Street, Suite 3900
Jacksonville, FL 32202

ARTICLE X. BYLAWS

The power to adopt, alter, amend or repeal corporate bylaws shall be vested in the board of directors.

ARTICLE XI. AMENDMENTS

Amendments to these Articles may be made by resolution passed by two-thirds of the board of directors.

ARTICLE XII. DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) or 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

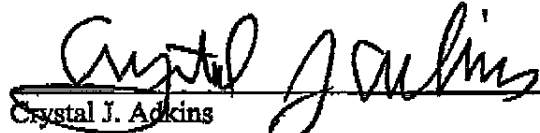
ARTICLE XIII. INDEMNIFICATION

(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a trustee or officer of the corporation or of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a trustee or officer of the corporation or of any corporation not for profit of which the corporation is a member. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or trustee, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The corporation by action of its board of trustees, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken

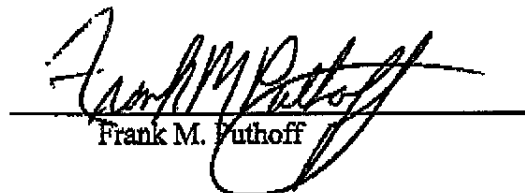
in the capacity of such person as an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member. The corporation by action of its board of trustees, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of trustees, the authority granted to the board of trustees in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

The undersigned incorporator, for the purpose of forming a corporation not for profit under the laws of the State of Florida, has executed these Articles of Incorporation on August 20, 2001.


Crystal J. Adkins
Incorporator

The undersigned person agrees to act as registered agent for the corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Not For Profit Corporation Act, and acknowledges that he is familiar with, and accepts, the obligations of such position.

Dated: August 20, 2001


Frank M. Puthoff

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