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From: Account Name : YOUR CAPITAL CONNECTION, INC.
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FLORIDA NON-PROFIT CORPORATION

MEDASSIST OF SWFL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MEDASSIST OF SWFL, INC.**

A Florida "Not for Profit" Corporation

- I. **Name of Corporation:** The name of this corporation shall be MedAssist of SWFL, Inc.
- II. **Principal Office:** The principal office of the corporation is located at Fort Myers, Florida.
- III. **Mailing Address:** The mailing address of the corporation is c/o Josephine Gagliardi, Esq., 6361 Presidential Court, Suite B, Fort Myers, FL 33919.
- IV. **Registered Agent:** The registered agent of the corporation is Josephine Gagliardi, Esq., 6361 Presidential Court, Suite B, Fort Myers, FL 33919.
- V. **Duration/Membership:** The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the by-laws.
- VI. **Board of Directors:** The method of selection of the Board of Directors and number of directors shall be stated in the by-laws.
- VII. **The name and address of the incorporator is:** Josephine Gagliardi, Esq., 6361 Presidential Court, Suite B, Fort Myers, FL 33919.
- VIII. **The purposes for which this corporation are formed are exclusively charitable, educational, and scientific, and consist of the following:**
 - A. To improve the health and longevity of people who cannot afford to purchase needed prescriptions.
 - B. To cooperate with other organizations which are working to provide prescriptions for indigent people.
 - C. To accomplish these purposes, the corporation shall have all powers lawfully permitted to a corporation not for the profit under the laws of the State of Florida, as they now exist, or as they may hereafter be amended. In no event shall the corporation have any power or corporate purposes which conflict with Section 501 (c) 3 of the Internal Revenue Code, as it now exists, or may hereafter be amended, or any other successor statute concerning the taxability of charitable organizations. Upon dissolution of the corporation, all of the assets remaining in after payment of all costs and expenses of such dissolution, shall be distributed to organizations which have qualified for exemption under 501 (c) 3 of the Internal Revenue Code or its successors, or to a local, state, or federal government for public purposes.


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- IX Powers: The corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own use and dispose of real or personal property in connection with the purposes of the Corporation, to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law. In addition to the powers specified, the Corporation shall have the additional powers specified in its by-laws.
- X. Board: Management of the Corporation shall be vested in the Corporation's Board of Directors, the members of which shall be not less than three. The number and the method of election of the directors of the Corporation who shall serve following the terms of the initial directors of the Corporation shall be as stated in the by-laws. The initial Board of Directors of the Corporation shall be appointed by the Incorporator at the organizational meeting of the Corporation.
- XI. Dissolution: Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) 3 of the Internal Revenue Code, or corresponding section of any future federal tax codes, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organization, as said Court shall determine, which are organized and operated exclusively for such purposes.
- XII. Earnings: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 VIII hereof. Notwithstanding any other provision of the Articles of Incorporation, the Corporation shall not carry any other activities not permitted to be carried on by the corporation exempt from federal income tax Section 501 (c) 3 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.
- XIII. Amendments: The Board of Directors of the Corporation may amend these Articles of Incorporation as it may deem necessary for the conduct of its business and the carrying out of its purposes. Upon written or oral notice, the Articles of Incorporation may be amended, altered, or rescinded by a majority vote of the Board of Directors of the Corporation, in accordance with procedures established by the By-Laws.

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IN WITNESS WHEREOF, the undersigned, being the Incorporator for the purpose of forming a Corporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as amended, has signed these Articles of Incorporation on the 29th day of September, 2003.


Josephine Gagliardi, Esquire
Incorporator

IN WITNESS WHEREOF, the undersigned, being the Registered Agent for the purpose of forming a Corporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as amended, has signed these Articles of Incorporation on the 29th day of September, 2003.


Josephine Gagliardi, Esquire
REGISTERED AGENT

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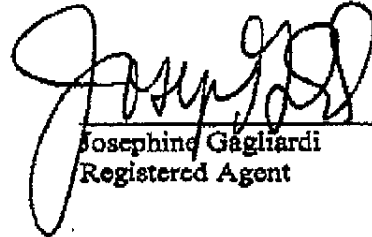
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Acknowledgment

Having been named to accept service of process for the foregoing corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative in keeping open said office at the initial place of business of the corporation being 6361 Presidential Court, Suite B, Fort Myers, FL 33919.


Josephine Gagliardi
Registered Agent

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