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1950002183



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REFERENCE : 592597 11654A

AUTHORIZATION :

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ORDER DATE : May 8, 1995

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ORDER NO. : 592597

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CUSTOMER NO: 11654A

CUSTOMER: Judy Wikel, Legal Assistant  
HOLTZMAN KRINZMAN EQUELS &  
SIGARS, PA  
Suite 600  
2601 S. Bayshore Drive  
Miami, FL 33133

FILED  
95 MAY - 8 PM 2:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME ALREADY  
RESERVED.

NAME: FLORIDA INDEPENDENT PHARMACIES  
ASSOCIATION, INC.

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: \_\_\_\_\_

T. BROWN MAY - 8 1995



FLORIDA DEPARTMENT OF STATE  
Sandra B. Murtham  
Secretary of State

March 22, 1995

LAZARUS CORPORATE INDUSTRIES, INC.

The name FLORIDA INDEPENDENT PHARMACIES ASSOCIATION, INC. has been reserved for 120 days beginning March 22, 1995. The reservation number is R95000001238 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Andy Eure

Letter number: 995A00012886

**ARTICLES OF INCORPORATION**  
**OF**  
**FLORIDA INDEPENDENT PHARMACIES ASSOCIATION, INC.**

FILED  
95 MAY -8 PM 2:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, subscribe, acknowledge, and file with the Department of State of the State of Florida these Articles of Incorporation for the purposes of forming a corporation not for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this corporation shall be: Florida Independent Pharmacies Association, Inc.

**ARTICLE II**

**Existence**

This corporation shall have perpetual existence, and its existence shall commence on the filing of these Articles of Incorporation.

**ARTICLE III**

**Powers and Purposes**

This corporation is for such purposes as will qualify it as an exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1986 or corresponding provision of any subsequent federal tax laws.

**ARTICLE IV**

**Membership in the Organization**

The manner of admission of members and the rights and duties of the members shall be provided for in the corporation's by-laws.

## ARTICLE V

### Registered Office and Agent; Principal Office; Mailing Address

The initial registered agent for the corporation is HKES&F Registered Agent Corp., located at 2601 South Bayshore Drive, Suite 600, Miami, Florida 33133.

The principal and mailing address of the corporation is: 5512 S.W. 8th Street, Coral Gables, Florida 33134

## ARTICLE VI

### Board of Directors

There shall be a Board of Directors for this corporation which shall consist of at least three (3) members. Members of the Board of Directors shall be elected in accordance with the corporation's by-laws. The Board of Directors may be increased in size in accordance with the corporation's by-laws. A quorum for the transaction of business shall be a majority of the directors qualified and acting, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be members. The members of this corporation may remove any director from office at any time with or without cause in accordance with the corporation's by-laws.

## ARTICLE VII

### Initial Directors

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The Board of Directors of the corporation may be increased from time to time by the Bylaws but shall never be less than three (3). The names and addresses of the initial directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jose Raul de Varona	5512 S.W. 8th Street Coral Gables, FL 33134
Jose A. Rodriguez	5420 S.W. 64th Place South Miami, FL 33155
Aida Mendez	9722 S.W. 8th Street Miami, FL 33174

## ARTICLE VIII

### Incorporators

The name and address of the incorporator is Arthur J. Furia, Esq., 2601 S. Bayshore Drive, Suite 600, Miami, Florida 33133.

## ARTICLE IX

### By-Laws

The power to adopt, alter, amend, or repeal the by-laws of this corporation, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation. The by-laws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of this State or of the United States.

## ARTICLE X

### Amendment of Articles of Incorporation

The corporation, through its Board of Directors, reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles on  
5/5/95 for the uses and purposes herein stated.

Arthur J. Furia  
Arthur J. Furia, Incorporator

STATE OF FLORIDA       )  
                                  ) ss.  
COUNTY OF DADE       )

I HEREBY CERTIFY that on this 5<sup>th</sup> day of May, 1995, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, Arthur J. Furia, to me well known and known to me to be the individual described in and who executed the forgoing instrument as Incorporator of Florida Independent Pharmacies Association, Inc., and acknowledged to and before me that he signed and executed such instrument for the uses and purposes therein stated. He did not take an oath.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, at Miami, Dade County, Florida, the day and year last above written.

Judy L. Wikel  
Notary Public, State of Florida  
at Large

JUDY L. WIKEL  
Print Name of Notary  
Title: Notary Public  
Serial No.: CC250290  
OFFICIAL SEAL  
JUDY L. WIKEL  
COMMISSION EXPIRES  
JAN. 22, 1997

My commission expires:

(NOTARY SEAL)

#### ACKNOWLEDGEMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

HKES&F Registered Agent Corp., a Florida corporation

Arthur J. Furia, Vice Pres.  
Arthur J. Furia, Vice President