

BOYER & FERRELL, P.A.

ATTORNEYS & COUNSELORS AT LAW

N 98 000002565
April 20, 1998

State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Golden Access, Inc. -
Corporation Not for Profit

700002507867--9

-05/01/98--01065--010
****122.50 ****122.50

Dear Sir:

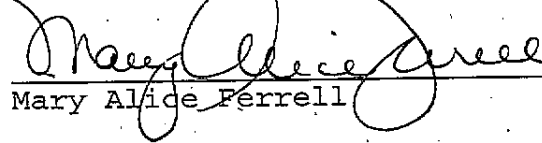
Enclosed please find the original and one copy of the Articles of Incorporation for the above-named proposed corporation not for profit. Also enclosed is a check in the amount of \$122.50 representing payment of the following:

Filing fee	\$ 35.00
Certified Copy Fee	52.50
Registered Agent	35.00
	<u>\$122.50</u>

Please file the Articles of Incorporation and return the Certificate of Incorporation and certified copy of the Articles to me.

Very truly yours,

BOYER & FERRELL, P.A.


Mary Alice Ferrell

/mb

Enc.

FILED
98 MAY -1 AM 8:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEY MAY 5 1998

EDWIN M. BOYER, ESQ. & MARY ALICE FERRELL, ESQ.

1800 Second St., Suite 760, Sarasota, Florida 34236 • Tel: 941-365-2304 Fax: 941-364-9896

ARTICLES OF INCORPORATION

OF

**GOLDEN ACCESS, INC.
(A Corporation Not for Profit)**

In order to form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes, I hereby make, adopt and subscribe the following Articles of Incorporation:

ARTICLE 1. NAME

The name of the Corporation shall be:

GOLDEN ACCESS, INC.

The principal address and the mailing address of this Corporation shall be:

**6416 26th Street West
Bradenton, Florida 34207**

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98 MAY -1 AM 8:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 2. PURPOSE

The general purpose for which the Corporation is formed is to conduct a not-for-profit business of providing services for people. The activities shall focus on, but not be limited to:

1. Providing assistance to financially needy individuals of all ages in gaining access to free medications from participating pharmaceutical companies;
2. Providing information to local service organizations who serve potentially eligible individuals about access to the program;
3. Identifying pharmaceutical and related medical services companies who will participate in providing medications and other medical devices at no cost;
4. Providing any other related services, programs and activities for, or on behalf of, aging, disabled or other individuals who may require assistance including, but not limited to transportation and in-home services.

ARTICLE 3. MEMBERSHIP

The members of the corporation shall be as determined in the Bylaws of the Corporation. The Board of Directors shall be members of the corporation.

ARTICLE 4. INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is one. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Director of the Corporation is as follows:

**Rusceen Van Houten
6416 26th St. W.
Bradenton, Florida 34207**

ARTICLE 5. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is **6416 26th Street West, Bradenton, Florida 34207**. The name of the initial Registered Agent of this Corporation at that address is:

**Rusceen Van Houten
6416 26th Street W.
Bradenton, Florida 34207**

ARTICLE 6. CORPORATE EXISTENCE

The existence of this Corporation shall be perpetual, unless dissolved by law.

ARTICLE 7. INCORPORATORS

The name and address of each person signing these Articles of Incorporation as Incorporator is as follows:

**Rusceen Van Houten
6416 26th Street W.
Bradenton, Florida 34207**

ARTICLE 8. AMENDMENT

The Corporation reserves the right to amend alter, change or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, in the manner now or hereafter prescribed by law.

ARTICLE 9. DISTRIBUTION UPON DISSOLUTION

Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the corporation, distribute all assets of the corporation to such organization(s) organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization(s) within meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by 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 10. TERMS

All general or specific references herein made to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986 as now in force or alter amended, or the corresponding provision of any future United States Internal Revenue Law. Similarly, any general or specific references to the laws of the State of Florida shall be deemed to refer to the laws of the State of Florida as now in force or hereafter amended.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 29 day of April, 1998.


Rusceen Van Houten, Incorporator

FILED
MAY - 1 AM 8:02
CLERK OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned hereby consents to the appointment as Registered Agent of **Golden Access, Inc.** to accept service of process upon said corporation in this state.


Rusceen Van Houten, Registered Agent