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To: Division of Corporations
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From: Account Name : CORPORATION SERVICE COMPANY
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BASIC AMENDMENT

AXIUM HEALTHCARE PHARMACY, INC.

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$35.00

File as
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I originally sent this over with a LLC amendment cover page. It was never rejected for an incorrect fax cover sheet. Please give the file date of 11/2, when it was originally faxed over. The confirmation page is included to prove the 11/2 fax date.

Thanks,
Heather

11/9/05

Attended E. Restated
DC

EXECUTION COPY

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

AXIUM HEALTHCARE PHARMACY, INC.

I, the undersigned, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, do hereby certify as follows:

ARTICLE I

The name of this corporation shall be:

AXIUM HEALTHCARE PHARMACY, INC.

ARTICLE II

The corporation may conduct or engage in any activity or business now or hereafter permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The corporation may conduct its business or any part or parts thereof in the United States of America, or either of them, in the territories and the District of Columbia, and in any or all dependencies, colonies or possessions of the United States of America, and in foreign countries or jurisdictions, without restriction as to place and may have one or more offices or agencies, and keep such books of the company outside of the State of Florida as are not required by law to be kept within this state.

ARTICLE IV

The corporation may do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment thereto, or necessary or incidental to the protection and benefit of this corporation.

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ARTICLE V

The authorized capital stock of this corporation shall consist of seven thousand (7,000) shares of common stock, with par value of US\$0.01 per share. Such stock shall possess and exercise exclusive voting rights. All such stock shall be fully paid and nonassessable.

Said common stock may be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation.

The Board of Directors of the corporation may, from time to time, authorize shares to be issued upon determining that the consideration received or to be received for the shares to be issued is adequate. The shares shall not be issued for less than the par value thereof.

ARTICLE VI

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VII

The principal office of this corporation shall be located at 3002 Ash Park Point, Winter Park, Florida 32792 but may have such other offices within or without the State of Florida and within or without the United States of America as may be necessary or convenient.

ARTICLE VIII

The street address of the Corporation's initial registered office shall be 3002 Ash Park Point, Winter Park, Florida, 32792, and its initial registered agent at such office shall be James Pete Summerville.

ARTICLE IX

The business of the corporation shall be conducted and managed by a Board of Directors consisting of not less than one (1) member, as fixed from time to time by the By-Laws of the

corporation. The Board of Directors shall be elected by the Stockholders, but it shall not be necessary that such directors be stockholders of the corporation.

ARTICLE X

The name and post office address of the first Board of Directors of this corporation, who shall hold office until their successors are elected and qualified shall be:

James P. Summerville	3002 Ash Park Point Winter Park, Florida 32792
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ARTICLE XI

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
James P. Summerville	3002 Ash Park Point Winter Park, Florida 32792

ARTICLE XII

In furtherance and not in limitation of the powers conferred by statute, the corporation shall have and may exercise the following powers:

A. In the purchase or acquisition of property, business, rights or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, the corporation shall have the power and authority to incur debts and to raise, borrow and secure the payment of money in lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments, and evidences of all kinds whether secured by mortgage, pledge, deed of trust, or otherwise.

B. The corporation shall have power to hold meetings, both of stockholders and directors, either within or without the State of Florida, at such places as may be from time to time designated by the Board of Directors.

Meetings of directors and stockholders may be held upon such notice thereof as may be set forth in the By-Laws of the corporation, subject to any statutory restrictions relative thereof, but any requirement as to notice of such meetings that may be set forth in the By-Laws of the corporation shall not prevent, and nothing herein shall be construed as preventing, any stockholder or director from waiving notice of any meeting in such manner as may be provided by the Statutes of the State of Florida, or the taking of action without a meeting as may be provided by the Statutes of the State of Florida, and by the By-Laws of this corporation consistent therewith.

C. The number of directors of the corporation shall be fixed from time to time by the By-Laws and may be increased or decreased as shall be provided by the By-Laws, subject to any limitations imposed by these Articles of Incorporation or any amendment thereto. Any vacancy in the Board of Directors caused by an increase in the number of the directors, or by death, resignation or other cause, may be filled by the directors in office, by the affirmative vote of a majority thereof, and the person so chosen to fill any such vacancy shall hold office until the next annual meeting of the stockholders and until his successor shall have been elected and shall have qualified.

D. The corporation, in its By-Laws, may confer upon the directors powers additional to the foregoing and to the powers and authorities expressly conferred upon them by the statutes.

E. It shall not be necessary for any officer of the corporation to be a director or for any officer to be a stockholder.

F. The annual meeting of the stockholders shall be held on such day as may be fixed by the By-Laws of the corporation, and the date of such meetings may be changed from time to time as the By-Laws provide; and the manner of calling meeting of stockholders and directors may be fixed by the By-Laws.

G. Members of the Board of Directors or any executive committee shall be deemed present at a meeting of any such board or committee if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, is used.

ARTICLE XIII

Each director and officer, in consideration of his services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, or by reason of any act or omission to act as such director or officer, provided that he shall not have been derelict in the performance of this duty as to the matter or matters in respect of which such claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any rights to which any director or officer may be entitled as a matter of law.

ARTICLE XIV

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of this corporation is or are interested in or is a member, stockholder, director or officer, or are members, stockholders, directors or officers of such other firm or corporation; and any director or directors, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested, and no contract, act or transaction of this corporation shall be affected or invalidated by reason of the fact that any director or directors or officer or officers of this corporation is a party or are parties to or interested in such contract, act or association or

corporation, and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from this contracting with this corporation for the benefit of himself or any firm association, or corporation in which he may be in anywise interested.

ARTICLE XV

The date of corporate existence shall be the date of acknowledgment of these Articles provided the same is filed with the Department of State within five (5) days of the date of acknowledgment, exclusive of legal holidays, and if not so filed, then the date of corporate existence shall be the date of such filing.

IN WITNESS WHEREOF, the undersigned, being a Director of the Company, has executed these Amended and Restated Articles of Incorporation this 29th day of September, 2005. The amended and restated articles were adopted pursuant to unanimous shareholder consent vis-a-vis a shareholder agreement signed on September 29, 2005.

By:


James P. Summerville