

P00000109814

Consultant Pharmacy Services

2335 S. E. 27th Street
Cape Coral, Florida 33904

Telephone (941) 574-1090

Facsimile (941) 574-6502

November 22, 2000

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

FILED
00 NOV 27 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Articles of Incorporation for Consultant Pharmacy Services Inc.

To Whom It May Concern:

Please find enclosed the Original and two copies of the Articles of Incorporation for Consultant Pharmacy Services Inc.

We have enclosed a check in the amount of \$122.50 to cover the cost of the filing fee and the certification of one of the enclosed copies.

If you have an questions or require any additional information, please feel free to contact us at the address and telephone numbers indicated above.

Yours truly,

Eli Berofsky
Eli Berofsky - President

300003475709--7
-11/27/00--01097--004
****122.50 *****78.75

Eli GAVE
AUTHORIZATION BY PHONE TO
CORRECT *art v*
DATE *11/28*
DOC. EXAM *bc*

FILED
00 NOV 27 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate and Articles of Incorporation
of
CONSULTANT PHARMACY SERVICES INC.

The undersigned persons having the age of eighteen or more, have associated themselves for the purpose of forming a corporation under the laws of the State of Florida and hereby adopt the following Certificate and Articles of Incorporation:

ARTICLE I - CORPORATION NAME

The name of the corporation is **CONSULTANT PHARMACY SERVICES INC.**

ARTICLE II - PURPOSE AND POWERS

The corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as may be amended from time to time, and specifically but not in limitation thereof, the purpose of:

**CONSULTING SERVICES REGARDING PHARMACY OPERATIONS PERTAINING
TO GOVERNMENT REGULATIONS, THE ESTABLISHMENT OF PHARMACY
OPERATIONS AND RISK MANAGEMENT SERVICES.**

This corporation shall have the broad general powers set forth by regulation and statute in this state.

ARTICLE III - DURATION OF CORPORATION

The duration of this corporation shall be for **PERPETUITY**.

ARTICLE IV - STATUTORY AGENT

The corporation appoints **ELI BERKOFISKY OF 2335 S.E. 27TH ST. CAPE CORAL, FL** who has been a bona fide resident of the State of **FLORIDA** for at least **FIVE (5)** years. This appointment may be revoked at any time in accordance with the rules of the State of **FLORIDA**.

ARTICLE V - PLACE OF BUSINESS

The initial place of business shall be:

CONSULTANT PHARMACY SERVICES INC.

2335 S. E. 27TH STREET

CAPE CORAL, FLORIDA 33904

The initial mailing address shall be:

CONSULTANT PHARMACY SERVICES INC.

2335 S. E. 27TH STREET

CAPE CORAL, FLORIDA 33904

Copies of all corporate records shall be kept at the registered place of business.

ARTICLE VI - BOARD OF DIRECTORS

The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the bylaws. In the case of any increase in the number of directors, the additional directors shall be elected by the shareholders at an annual or special meeting, as shall be provided for in the bylaws.

The initial Board of Directors shall consist of **TWO (2)** persons, who shall serve until their successors are qualified according to the bylaws and whose names and address are:

ARTICLE VI - BOARD OF DIRECTORS (cont.)

<u>NAME</u>	<u>ADDRESS</u>
ELI BEROFSKY	2335 S.E. 27TH ST., CAPE CORAL, FL.
ROSLYN BEROFSKY	2335 S.E. 27TH ST., CAPE CORAL, FL.
_____	_____
_____	_____
_____	_____
_____	_____

ARTICLE VII - AMENDMENT OF BYLAWS

Both the shareholders and the Board of Directors shall have the power to amend the bylaws as provided in the bylaws.

ARTICLE VIII - INCORPORATORS

The names and address of the undersigned incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
ELI BEROFSKY	2335 S.E. 27TH ST., CAPE CORAL, FL.
ROSLYN BEROFSKY	2335 S.E. 27TH ST., CAPE CORAL, FL.
_____	_____
_____	_____
_____	_____
_____	_____

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of this Certificate and Articles of Incorporation to the person or department with whom the Articles are filed.

ARTICLE IX - COMMENCING BUSINESS

The minimum amount of capital with which the corporation shall commence business is \$200.00.

ARTICLE X - CAPITAL STOCK

The Authorized capital stock of the corporation shall be as follows:

1. The number of Class "A" shares of common voting stock shall be 200
Shares with a par value of \$ 1.00 per share.
2. The number of Class "B" shares of common non-voting stock shall be -0-
Shares with a par value of \$ -0- per share.

A) All or any portion of the capital stock may be issued in consideration for cash, real or personal property, services rendered, or any other thing of value for the uses and purposes of the corporation and, when so issued, will become and be fully paid, the same as though paid for in cash at par. The Board of Directors will be the sole judge of the value of any property, services, right or thing acquired in exchange for capital stock. Payment for the capital stock will be made at such time or times and upon such conditions as the Board of Directors may from time to time designate.

B) The shares of capital stock of the corporation are to be non-assessable. The right to notice of and to vote at any meeting of the shareholders of the corporation shall be vested in the holders of Class "A" voting stock, and every share of Class "A" stock shall have equal voting rights, i.e., one vote per share. The Board of Directors shall have the sole authority to determine the manner and method of declaring dividends on the issued stock, but must declare dividends equally on the Class "A" and Class "B" and common stock.

C) In the event of any dissolution or liquidation of the corporation, the assets and funds of the corporation shall be divided among and paid equally to the holders of the

ARTICLE X - CAPITAL STOCK (cont.)

Class "A" and Class "B" Common Stock , voting and non-voting, according to the number of shares of common stock held by them respectively.

D) The Class "B" non-voting shareholders shall be entitled to receive notice of and to attend and participate in the discussions at all shareholders meetings.

E) The shareholders of the corporation are to be entitled to preemptive rights in the event of the issuance and sale of stock of the corporation or securities convertible into stock of the corporation and each shareholder of the corporation will be entitled to purchase the same proportion of such stock or securities to be sold by the corporation as the proportion of the stock owned by such shareholder bears to the total outstanding stock of the corporation at that time.

F) The shareholders of the corporation at any duly constituted meeting may by resolution having unanimous approval of all holders of stock outstanding and issued and recorded in writing in the minutes of a meeting, place such restrictions upon the transfer or encumbrance of the capital stock of the corporation may thereafter be rescinded or modified, and in the absence of such determination, such restrictions shall be rescinded or modified only by unanimous approval of all the shareholders at a meeting called for such purpose. All such restrictions on the transfer or encumbrance of a stock of this corporation shall be recorded on all certificates of stock in compliance with the laws of the State of FLORIDA and shall be binding upon every shareholder, his heirs, assigns and personal representatives.

G) The corporation may issue rights and options to purchase shares of common stock of the corporation to directors, officers or employees of the corporation or of any

ARTICLE X - CAPITAL STOCK (cont.)

affiliate thereof, and no shareholder approval or ratification on any such issuance of rights and options shall be required.

H) In addition to common stock, the corporation may, for the purposes of financing, from time to time issue bonds with such rights, interest rates, payment schedules, face amounts and maturity dates as the Board of Directors may determine.

ARTICLE XI - PREEMPTIVE RIGHTS

Any preemptive rights that are to be granted to the stockholders are as follows:

A) PREEMPTIVE AND PREFERENTIAL RIGHTS.

Each shareholder or subscriber shall be entitled to full preemptive rights, as such rights have heretofore been defined at common law, to purchase and/or subscribe for his or her proportionate part of any shares which may be issued at any time by this corporation.

B) SALE OR TRANSFER.

Before there can be a valid sale or transfer of any of the shares of this corporation by the holders thereof, the holder of the shares to be sold or transferred shall first give notice in writing to the secretary of this Corporation of his intention to sell or transfer such shares. Such notice shall specify the number of shares to be sold or transferred, the price per share and the terms upon which such holder intends to make such sale or transfer. The secretary shall, within five days thereafter, mail or deliver a copy of such notice to each other shareholders of record of this corporation. Such notice may be delivered to such shareholder personally or may be mailed to the last known address of such shareholder or shareholders as the same may

ARTICLE XI - PREEMPTIVE RIGHTS SECTION "B" SALE OR TRANSFER (cont.)

appear on the books of the corporation. Within forty days after mailing or delivering these notices to such shareholders, any such shareholders or Shareholder desiring to acquire any part or all of the shares referred to in That notice shall deliver by mail or otherwise to the secretary of the corporation a written offer or offers to purchase a specified number of such Shares at the price and upon the terms stated in that notice.

B1) If a total number of shares specified in such offers exceeds the number of Shares referred to in the notice, each offering shareholder shall be entitled to purchase such proportion of the shares referred to in the notice as the number of shares of this corporation which he holds bears to the total number of shares held by all such shareholders desiring to purchase the shares referred to in the notice to the secretary.

B2) If all the shares referred to in the notice to secretary are not disposed of under such appointment, each shareholder desiring to purchase shares in a number in excess of his proportionate share as provided above, shall be entitled to purchase such proportion of those shares which remain thus undisposed of, as the total number of shares which he holds bears to the total number of shares held by all the shareholders desiring to purchase shares in excess of those to which they are entitled under such apportionment.

B3) If none or only part of the shares referred to in the notice to the secretary are purchased, as aforesaid, in accordance with offers made within the forty-day period, the shareholders desiring to sell or

ARTICLE XI - PREEMPTIVE RIGHTS, SECTION "B" SALE OR TRANSFER (cont.)

transfer may dispose of all shares of stock referred to in that notice not so purchased by the other shareholders to any person or persons he may so desire, provided however, that he shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in the notice to the secretary.

B4) Any sale or transfer, or purported sale or transfer, of the shares of this corporation shall be null and void unless the terms and conditions prescribed by these bylaws or buy-and --sell agreements signed by the shareholders are strictly observed and followed.

C) WRITTEN CONSENT

No sale, lease, conveyance, transfer, exchange or other disposition of all substantially all, of the property and assets of this corporation, and no mortgage, deed, trust, pledge or hypothecation of all or substantially all of the property, real or personal, of this corporation shall be made unless approved by the vote or written consent of the shareholders entitled to exercise a majority of the voting power of this corporation.

D) NEW ISSUES OF STOCK

As long as the original incorporators own stock in the corporation, it shall not issue new stock unless all incorporators approve that issue.

E) ENDORSEMENT OF STOCK CERTIFICATES

Upon the issuance of shares, each certificate of capital stock in the

ARTICLE XI - PREEMPTIVE RIGHTS, SECTION "E" ENDORSEMENT (cont.)

Corporation shall be endorsed as follows:

NOTICE IS HEREBY GIVEN that the redemption, sale, assignment, transfer, pledge or other disposition of the shares of capital stock represented by this certificate are subject to certain restrictions which are set forth in the Articles of Incorporation and the Bylaws of this corporation, copies of which are on file in the office of the secretary of the corporation, and the corporation will furnish upon request and without charge a list of designations, preferences, limitations and relative rights.

F) RESTRICTIONS

All stock of the corporation shall be subject to the restrictions indicated above and have endorsed thereon the appropriate notice contained in this paragraph.

G) OTHER PREEMPTIVE RIGHTS

Other preemptive rights adopted by this corporation are as follows:

----- NONE -----

ARTICLE XII - OTHER PROVISIONS

Any other provisions shall be as follows:

----- NONE -----

A) DEALINGS BY DIRECTORS

No contract or other transaction between the corporation and any other

ARTICLE XII - OTHER PROVISIONS SECTION "A(cont.)

Corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation and no act of the corporation shall be in any way affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which such director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract or transaction, any may vote thereat to authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

B) INDEMNIFICATION OF DIRECTORS - LIMITATION

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, provided however, that this Article shall not eliminate or limit the liability of a director for:

- a) any breach of the directors duty of loyalty to the corporation or it's shareholders,**
- b) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law,**

ARTICLE XII - OTHER PROVISIONS, SECTION "B" (cont.)

- c) for authorizing the unlawful payment of a dividend or distribution on the corporations capital stock or the unlawful purchase of its' capital stock,
- d) a violation of Conflict of Interest Laws,
- e) for any transaction form which the director derived an improper Personal benefit.

This Article shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date on which this Articles becomes effective.

C) INDEMNIFICATION OF OFFICERS, EMPLOYEES, AGENTS

Subject to the provisions of this Article, the corporation shall indemnify any and all of its existing and former officers, employees and agents against all expenses incurred by them and each of them, including but not limited to legal fees, judgements, penalties and amounts paid in settlement or compromise, Which may arise or be incurred, rendered or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of employment as officer, employee or agent of the corporation, whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the corporation whether the legal action brought or threatened is by or in the right of the corporation or by any other person. Whenever any existing or former officer, employee or agent shall report to the president of the corporation or the Chairman of the Board of Directors that he or she has incurred or may incur expenses, including but not limited to legal fees, judgements, penalties and amounts paid in

ARTICLE XII - OTHER PROVISIONS, SECTION "C" (cont.)

a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her employment as an officer, employee or agent of the corporation, the Board of Directors shall, at its next regular meeting or at a special meeting held within a reasonable time thereafter, determine in good faith whether or not, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent. If the Board of Directors determines in good faith that such person did not act, fail to act, or refuse to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein; provided however, that no such indemnification shall be available with respect to liabilities under the Securities Act of 1933 and provided further that the corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the corporation, at its own expense and through counsel of its own choosing, to defend him or her in the action.

D) MISCELLANEOUS PROVISIONS

-----NONE-----

ARTICLE XIII - ADDITIONAL ARTICLES

The corporation adopts the following additional articles as required by the laws of this state:

---NONE---

ARTICLE XIV - STATUTORY AGENT VERIFICATION

Having been designated to act as Statutory Agent, I hereby consent to act in that capacity until removed or until my resignation is submitted in accordance with the laws of this state.

The Statutory Agent can be reached at the following address:

ELI BEROFISKY
2335 S.E. 27TH STREET
CAPE CORAL, FLORIDA 33904

Dated: 11/22/00


Statutory Agent **ELI BEROFISKY**

FILED
NOV 27 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the following incorporators have signed these Article of Incorporation, have read the foregoing, affirm and believe all statements to be true and subscribe and swear to this before the below notaries.

<u>NAME</u>	<u>SIGNATURE</u>
ELI BEROFSKY	<u><i>Eli Berofsky</i></u>
ROSLYN BEROFSKY	<u><i>Roslyn Berofsky</i></u>
_____	_____
_____	_____
_____	_____
_____	_____

STATE OF
COUNTY OF

Susan M. Storry

Acknowledgment. On this date, before me
Susan M. Storry 11/22/00
whose name is subscribed to this document
Executed the same personally before me.

NOTARY



SUSAN M. STORRY
COMMISSION # CC 691642
EXPIRES OCT 26, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

STATE OF
COUNTY OF

Acknowledgment. On this date, before me

whose name is subscribed to this document
Executed the same personally before me.

NOTARY

STATE OF
COUNTY OF

Acknowledgment. On this date, before me

whose name is subscribed to this document
Executed the same, personally before me.

NOTARY

STATE OF
COUNTY OF

Acknowledgment. On this date, before me

whose name is subscribed to this document
Executed the same, personally before me.

NOTARY

STATE OF
COUNTY OF

Acknowledgment. On this date, before me

whose name is subscribed to this document
Executed the same personally before me.

NOTARY

STATE OF
COUNTY OF

Acknowledgment. On this date, before me

whose name is subscribed to this document
Executed the same, personally before me.

NOTARY