

TRANSMITTAL LETTER

P01000049459

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

400004212844--3--  
-05/11/01--01125--018  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

**SUBJECT:** GOTTA RUN RX, INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

**FROM:** Gayle Easley

Name (Printed or typed)

2631 Avenue "R" unit #B

Address

Riviera Beach, FL 33404

City, State & Zip

(561) 881-8157

Daytime Telephone number

01 MAY 11 PM 3:09  
FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**NOTE:** Please provide the original and one copy of the articles.

T. Burch MAY 17 2001

ARTICLES OF INCORPORATION  
Of  
GOTTA RUN RX, INC.

ARTICLE I  
NAME

The name of the Corporation is Gotta Run Rx, Inc.

ARTICLE II  
PRINCIPAL OFFICE

Its principal and registered office in the State of Florida is 2631 Avenue "R" unit #B, in the City of Riviera Beach, County of Palm Beach.

ARTICLE III  
REGISTERED AGENT

The name of its registered agent is James Easley, who is a resident of the State of Florida (Palm Beach County); 2631 Avenue "R" unit #B, Riviera Beach, Florida 33404.

ARTICLE IV  
PURPOSES

The nature of the business or purposes to be conducted or promoted is to engage prescription delivery service activity for which corporations may be organized under the General Corporation Law of Florida.

ARTICLE V  
CAPITAL STOCK

The total number of shares of capital stock that the Corporation shall have authority to issue is 10, all of which are to be common stock with no par value.

ARTICLE VI  
INCORPORATOR

The name and mailing address of the incorporator is:

Gayle Sebens Easley  
2631 Avenue "R" unit #B  
Riviera Beach, Florida 33404

ARTICLE VII  
EXISTENCE

The Corporation is to have perpetual existence.

FILED  
01 MAY 11 PM 3:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VIII  
LIABILITY

The private property of the stockholders shall not be subject to the payment of corporate debts.

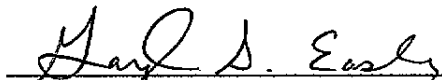
ARTICLE IX  
MANAGEMENT

Subject to the provisions of the laws of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors and the stockholders:

- A) The books of the Corporation may be kept outside of the State of Florida at such place or places as may from time to time be designated by the Board of Directors.
- B) The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or the Bylaws.
- C) An increase in the number of directors shall be deemed to create a vacancy or vacancies in the Board of Directors, to be filled in the manner provided in the Bylaws. Any director or any officer elected or appointed by the stockholders or the Board of Directors may be removed at anytime, in such manner as shall be provided in the Bylaws.
- D) The Board of Directors shall have power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any bylaws adopted by them from time to time.
- E) The Board of Directors shall have the power, in its discretion, to fix, determine and vary, from time to time, the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the Corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.
- F) The Board of Directors shall have the power, in its discretion, from time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the Corporation, or any of them, other than the stock ledger, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the directors or the stockholders.
- G) Upon any sale, exchange or other disposal of the property and/or assets of the Corporation, payment therefore may be made either to the Corporation or directly to the stockholders in proportion to their interests, upon the surrender of their respective stock certificates, or otherwise, as the Board of Directors may determine.

- H) In case the Corporation shall enter into any contract or transact any business with one or more of its directors, or with any firm of which any director is a member, or with any corporation or association of which any director is a stockholder, director or officer, such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest therein which is or might be adverse to the interests of the Corporation, even though the vote of such director might have been necessary to obligate the Corporate upon such contract or transaction; provided, that the fact of such interest shall have been disclosed to the other directors or the stockholders of the Corporation, as the case may be, acting upon or with reference to such contract or transaction.
- I) The Corporation reserves the right to amend, alter, change add to or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute; and all right herein conferred are granted subject to this reservation.

I, THE UNDERSIGNED, the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 09 day of May, 2001.

  
\_\_\_\_\_  
Gayle Easley

**ARTICLES OF INCORPORATION  
GOTTA RUN RX, INC.**

**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF  
AGENT UPON WHOM PROCESS MAY BE SERVED**

**In compliance with Section 617.0501, Florida Statutes, the following is submitted:**

**That GOTTA RUN RX, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Riviera Beach, County of Palm Beach, State of Florida has named JAMES EASLEY as its agent to accept service with this State.**

**ACKNOWLEDGMENT:**

**Having been named to accept service of process for the above named corporation at the place designated in the certificate, the undersigned agrees to act in this capacity, and agrees to comply with provisions of Florida law relative to keeping the designated office open.**

  
JAMES EASLEY                      5-9-01  
DATE

FILED  
01 MAY 11 PM 3:09  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA