

P020000077847

Allan Katz
900 North Federal Highway
Suite 410
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(561) 447-7363 Facsimile

July 11, 2002

Via: First Class Mail

Department of State
Division of Corporations 409 E. Gaines Street
Tallahassee, Florida 32399

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-07/17/02--01014--010
*****78.75 *****78.75

Re: Pegasus Pharmacy of Florida, Inc.

Dear Sir/Madam:

Enclosed please find the executed copy of the Articles of Incorporation for Pegasus Pharmacy of Florida, Inc., to form a Florida for-profit corporation.

Also enclosed is a check in the amount of \$78.75 for the following filing fees:

\$35 Filing Fees;
\$35 Designation of Registered Agent; and
\$ 8.75 Certified Copy

If you have any questions concerning the above referenced matter, please do not hesitate to contact me.

Very truly yours,


Allan Katz

FILED

02 JUL 17 PM 4:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Encl: Articles of Incorporation
Check for filing fees

1/1 7-17-02 5

**ARTICLES OF INCORPORATION
OF
PEGASUS PHARMACY OF FLORIDA, INC.**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BE IT KNOWN that in compliance with Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), **Ann E. Rau** a person of the full age of majority and a resident of the State of Louisiana, acting in the capacity of Incorporator of a Florida business corporation, hereby adopts the following Articles of Incorporation, to wit:

**ARTICLE I.
NAME OF CORPORATION**

The name of the corporation shall be Pegasus Pharmacy of Florida, Inc. (the "Corporation").

**ARTICLE II.
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business and the mailing address of the Corporation shall be as follows:

***900 North Federal Hwy. Suite 410
Boca Raton, Florida 33432***

**ARTICLE III.
PURPOSE**

The objects and purposes for which the Corporation is organized and created and the nature of the business to be carried on by it are declared to be as follows:

- A. To render service to the public in the practice of pharmacy, including, preparing, preserving, compounding, producing and dispensing medicines, drugs, prescriptions or other chemicals, in accordance with all applicable federal and state laws, rules and regulations;
- B. To enter into any lawful business under the laws of the State of Florida, either for its own account or for the account of others;
- C. To enter upon or engage in, either as agent or principal, any kind of business of any nature whatsoever in which corporations organized under the Florida Business Corporation Act may engage; and
- D. To the extent not prohibited thereby, to enter upon and engage in, either as agent or principal, any kind of business of any nature whatsoever in any other state in the United

States of America, any foreign nation and territory in any country to the extent permitted by the laws of such other state, nation or territory.

ARTICLE IV. SHARES

A. The initial authorized capital of the Corporation shall be one hundred (100) shares of Class A common capital voting stock, no par value.

B. Each share of the common capital voting stock shall be entitled to one (1) vote at all meetings, general or special, of the shareholders. Each shareholder of record may vote in person or by proxy.

C. No transfer of shares shall be binding upon the Corporation for any purpose unless it is made on the books of the Corporation in accordance with the requirements of the By-Laws and under such rules and regulations prescribed by the Board of Directors.

D. The Corporation may have more than one class of stock, each with such right and powers as declared by the Board of Directors.

E. Shareholders shall not have pre-emptive rights.

F. Pursuant to Section 607.0626 of the Florida Business Corporation Act, shares shall be issued without certificates.

ARTICLE V. BOARD OF DIRECTORS

A. All of the corporate powers of the Corporation shall be vested in and exercised by a Board of Directors composed of two (2) directors, who need not be residents of the State of Florida or shareholders of the Corporation.

B. Each director shall be elected for a period of one (1) year and shall hold office until a qualified successor is elected and seated.

C. The first Board of Directors shall be composed of the following two (2) directors who shall serve until the first annual meeting of the shareholders or until their qualified successors are elected and seated:

Laurence Solow
540 Elmwood Park Blvd.
Elmwood, Louisiana 70123; and

Ann E. Rau
540 Elmwood Park Blvd.
Elmwood, Louisiana 70123.

D. The Board of Directors, by a majority vote, shall have the authority to make, alter and repeal, By-Laws, rules and regulations, including provisions for the fixing of their own qualifications, classifications and compensation, subject always to the power of the shareholders to change or repeal any By-Laws and/or rules and regulations so made.

E. A member of the Board of Directors may vote in person or by proxy, general or special, but the proxy shall be held by, and may not be other than, another director.

F. The date, time and place of each meeting of the Board of Directors (including the Annual Meeting) shall be on call, and the meetings may be held anywhere within the United States or elsewhere.

G. Any action which may be taken at a meeting of the Board of Directors, or any committee thereof, may be taken by consent in writing signed by all of the directors or by all of the members of the committee, as the case may be, and filed with the records of proceedings of the Board of Directors or committee.

ARTICLE VI. OFFICERS

The officers shall include a President, Chief Executive Officer, Secretary, and Treasurer and may include such other officers as may be deemed advisable by the Board of Directors. Officers need not be residents of the State of Florida or shareholders of the Corporation. Each officer shall be elected by the Board of Directors. Notwithstanding the foregoing, the President shall have the authority to appoint an Assistant Secretary to perform such duties and to serve for such term as the President may deem advisable. The first officers shall be as follows:

Name	Office
Ann E. Rau	President
Laurence Solow	C.E.O./Secretary/Treasurer

ARTICLE VIII REGISTERED AGENT

The name and Florida Street address of the registered agent is as follows:

Allan Katz
900 North Federal Hwy. Suite 410
Boca Raton, Florida 33432

FILED

**ARTICLE IX.
INCORPORATOR**

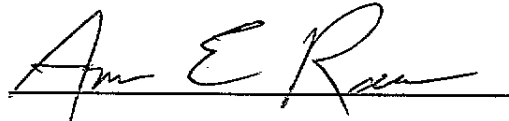
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name and post office address of the Incorporator is:

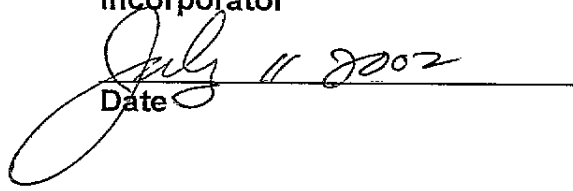
Ann E. Rau
540 Elmwood Park Blvd.
Elmwood, Louisiana 7013

THUS DONE AND SIGNED in multiple originals on the month, day and year set forth below.



Incorporator

Date



CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for Pegasus Pharmacy of Florida, Inc. at the place designated in these Articles, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Allan M. Katz

By:

Its:

Date

