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03/28/03 FILED
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TALLAHASSEE FLORIDA

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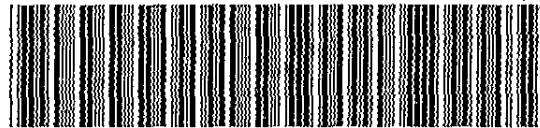
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MCWHIRTER REEVES
ATTORNEYS AT LAW

TAMPA OFFICE
400 NORTH TAMPA STREET, SUITE 2450
TAMPA, FLORIDA 33602-5126
P.O. Box 3350 TAMPA, FL 33601-3350
(813) 224-0866 (813) 221-1854 Fax

PLEASE REPLY TO:

TAMPA

TALLAHASSEE OFFICE
117 SOUTH GADSDEN
TALLAHASSEE, FLORIDA 32301
(850) 222-2525
(850) 222-5606 Fax

27 August 2003

Via Federal Express Overnight Courier – TRK No. 8383 4951 0992

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

Re: *OPTIMA R_x INC.*
Our File No. Z027-15275


Gentlemen:

Enclosed for filing please find the articles of incorporation for OPTIMA R_x INC. Also enclosed is a conforming copy of the articles that we would ask you certify and return to our office, as well as our check, payable to "The Florida Department of State," in the total amount of \$87.50 to cover the following fees:

Filing Fee for Articles of Incorporation	\$35.00
Fee for Designation of Registered Agent	\$35.00
Fee for Optional Certified Copy	\$8.75
Fee for Optional Certificate of Status	\$8.75
TOTAL FEES	\$87.50

Kindly note that the articles specify that the corporation shall commence existence five days prior to the date they are filed with your office. Should you require anything further, or have any questions, feel free to contact us.

Yours sincerely,



Sidney W. Kilgore

Enclosures

EFFECTIVE DATE
8-21-03

**ARTICLES OF INCORPORATION OF
OPTIMA R_x, INC.
a Florida Corporation**

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TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation:

**Article I
Name**

The name of the corporation is **OPTIMA R_x, INC.**

**Article II
Principal Office and Mailing Address**

The principal place of the corporation shall be 11707 Club Drive, Tampa, Florida, 33612. The mailing address of the corporation shall be P. O. Box 48813, Tampa, Florida, 33647.

**Article III
Initial Registered Office and Agent**

The street address of the initial registered office of the corporation shall be 400 N. Tampa Street, Suite 2450, Tampa, Florida, 33602. The name of its initial registered agent at such address is Sidney W. Kilgore.

**Article IV
Date of Commencement and Duration**

The corporation shall commence five (5) days prior to the filing of these articles of incorporation with the Florida Department of State. The corporation shall have a perpetual duration.

Article V Purposes

The general purposes for which the corporation is organized are as follows:

A. To engage in the business of providing pharmaceutical services to the general public;

B. To engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be carried on advantageously in connection with the foregoing business;

C. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act; and

D. To do all such other things as may be incidental to the foregoing, or necessary or desirable in order to accomplish the foregoing.

Article VI Capital Stock

The aggregate number of shares of stock that the corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares having a par value of \$0.01 per share. The board of directors of this corporation shall have the power to divide and issue the common stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida. Shares of one series may be issued as a share dividend in respect of shares of another series.

Article VII The Incorporator

The name and address of the incorporator is:

Sidney W. Kilgore
400 N. Tampa Street - Suite 2450
Tampa, Florida 33602

Article VIII

Board of Directors

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall, at all times, be no less than one; provided, however, that the number of directors may be changed from time to time by any by-law or amendment to the by-laws duly adopted. The director named herein to serve on and as the first board of directors shall hold office until, in accordance with any bylaws requirements, a new director is elected. The name and address of the initial director is:

Joseph R. Zahrobsky
11707 Club Drive
Tampa, Florida 33612

Any action required, or permitted to be taken, by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation of this corporation authorize the directors to so act. Such a statement shall be *prima facie* evidence of such authority.

Article IX

Officers

The board of directors may elect a president, vice-president, secretary, and treasurer, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time to oversee the day-to-day affairs of the corporation. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

President:

Joseph R. Zahrobsky
11707 Club Drive
Tampa, Florida 33612

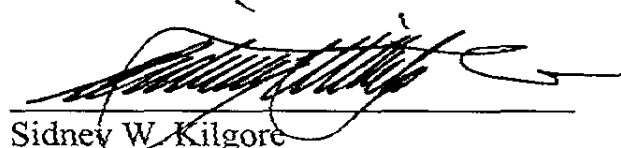
Article X Bylaws

Subject to the limitations contained in any existing bylaws and any limitations set forth in the Florida General Corporation Act concerning corporate action that must be authorized or approved by the shareholders of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefore in the bylaws.

Article XI Indemnification

Except as may otherwise be provided in the bylaws of the corporation, the corporation shall indemnify its incorporators, officers, and directors to the fullest extent permitted by law either now or hereafter in effect.

I, Sidney W. Kilgore, being the sole incorporator of this corporation, for the purpose of forming a corporation under the Laws of Florida, have executed these articles of incorporation this 27th day of August 2003.




Sidney W. Kilgore

Certification of Registered Agent

Pursuant to Florida Statutes Section 607.0501, the undersigned hereby certifies that he accepts appointment as the registered agent for OptimaRx, Inc., and that he is familiar with, and accepts, the obligations of that position as provided in Chapter 607, Florida Statutes.

Dated this 27th day of August 2003.



Sidney W. Kilgore

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