

PO3000129468

(Requestor's Name)

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PICK-UP

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WAIT

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MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Amended &
Restated

01/21/04--01037--007 **35.00

FILED
04 JAN 21 PM 1:02
RECEIVED
04 JAN 21 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
REGISTRATION
DIVISION
TALLAHASSEE, FLORIDA

400789, 00579, 04104, 00672

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Prescription Services Group
Inc

Signature _____

Requested by: AW 1/21

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

_____ Art of Inc. File _____

_____ LTD Partnership File _____

_____ Foreign Corp. File _____

_____ L.C. File _____

_____ Fictitious Name File _____

_____ Trade/Service Mark _____

✓ _____ Merger File _____

✓ _____ Art. of Amend. File _____

_____ RA Resignation _____

_____ Dissolution / Withdrawal _____

_____ Annual Report / Reinstatement _____

_____ Cert. Copy _____

_____ Photo Copy _____

_____ Certificate of Good Standing _____

_____ Certificate of Status _____

_____ Certificate of Fictitious Name _____

_____ Corp Record Search _____

_____ Officer Search _____

_____ Fictitious Search _____

_____ Fictitious Owner Search _____

_____ Vehicle Search _____

_____ Driving Record _____

_____ UCC 1 or 3 File _____

_____ UCC 11 Search _____

_____ UCC 11 Retrieval _____

_____ Courier _____



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 22, 2004

Capital Connection, Inc.
417 E. Virginia St.
Suite 1
Tallahassee, FL 32301

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

RECEIVED
04 JAN 29 PM 12:12
STATE
DIVISIONS
TALLAHASSEE, FLORIDA

SUBJECT: PRESCRIPTION SERVICES GROUP, INC.
Ref. Number: P03000129468

We have received your document for PRESCRIPTION SERVICES GROUP, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

If the corporation is a **PROFIT** corporation it must be signed by a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.

If the corporation is a **NOT FOR PROFIT** corporation it must be signed by the chairman or vice chairman of the board, president or other officer - if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Document Specialist

Letter Number: 904A00003907

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

PRESCRIPTION SERVICES GROUP, INC. a Florida corporation

ARTICLE I

The name of this Corporation is:

PRESCRIPTION SERVICES GROUP, INC., a Florida corporation

ARTICLE II

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

ARTICLE VI

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VII

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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04 JAN 21 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Teresa A Green
My Commission DD207614
Expires April 30, 2007

ARTICLE VIII

The street address of the initial registered office of this Corporation is: 4000 Hollywood Blvd., Ste. 435 South, Hollywood, FL 33021, and the name of the initial registered agent of this Corporation at that address is: Mark D. Cohen, and the principal place of business of the corporation is 4000 Hollywood Blvd., Ste. 435 South, Hollywood, FL 33021.

ARTICLE IX

_____This Corporation shall have one (1) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director of this Corporation is:

Paul Ganci
4000 Hollywood Blvd., Ste. 435 South
Hollywood, FL 33021

ARTICLE X

The name and address of the person or entity signing these Articles of Incorporation is:

Paul Ganci
c/o Mark D. Cohen, P.A.
4000 Hollywood Blvd., Ste. 435 South
Hollywood, FL 33021



Teresa A Green
My Commission DD207614
Expires April 30, 2007

ARTICLE XI

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27 day of January, 2004.

PRESCRIPTION SERVICES GROUP, INC.,
a Florida corporation


By: Paul Ganci, Director/Officer

STATE OF FLORIDA)

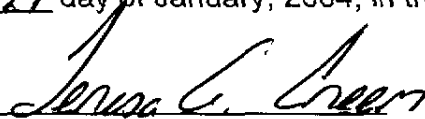
COUNTY OF BROWARD)

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared Paul Ganci, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person; i.e. Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this 27 day of January, 2004, in the County and State aforesaid.



Teresa A Green
My Commission DD207614
Expires April 30, 2007


NOTARY PUBLIC, STATE OF FLORIDA
My commission expires: April 30, 2007

The date of each amendment(s) adoption: January 16, 2004

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 26th day of January, 2004.

Signature *Paul Ganci*
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Paul Ganci
(Typed or printed name of person signing)

Director/Officer
(Title of person signing)



Teresa A Green
My Commission DD207614
Expires April 30, 2007

Teresa A. Green

FILING FEE: \$35