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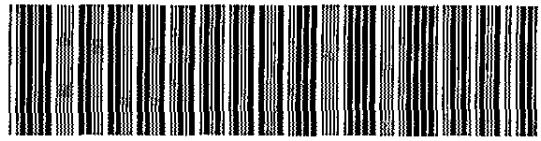
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**SMITH  
SAUER  
& DEMARIA**

**ATTORNEYS AT LAW**

March 1, 2004

**Kathleen K. DeMaria**  
Admitted in Alabama, Colorado &  
Florida Bar Board Certified  
Wills, Trusts & Estates  
Attorney

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

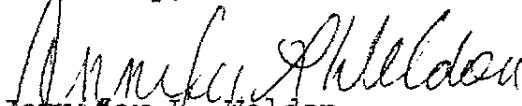
Re: Premier Pharmacy Care, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation relative to the above. Also enclosed is a check in the amount of \$70.00 representing the filing fee and registered agent fee. Please file the original and return the copy date-stamped as evidence of filing.

If you have any questions, please do not hesitate to call.

Sincerely,

  
Jennifer E. Weldon  
Legal Assistant to  
Kathleen K. DeMaria

:jlw

Enclosures

cc: Michael Halfen

ARTICLES OF INCORPORATION  
OF  
PREMIER PHARMACY CARE, INC.

The undersigned incorporator, 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 this corporation is Premier Pharmacy Care, Inc.

ARTICLE II-DURATION

This corporation shall have a perpetual existence, commencing on the date of filing with the Department of State.

ARTICLE III-PURPOSE

The general purposes for which the corporation is organized are:

(1) To provide infusion services and long term care services to patients.

(2) To conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended. Provided, however, and notwithstanding the generality of the foregoing, this corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition business.

ARTICLE IV-CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is One Hundred (100) shares of One Thousand and NO/100 (\$1,000.00) dollars par value common stock.

ARTICLE V-INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation in the State of Florida is 748 Boulder Creek Drive, Pensacola, Florida 32514. The name of the initial registered agent for the corporation at that address is Michael Halfen. The principal office of the corporation shall be 748 Boulder Creek Drive, Pensacola, Florida 32514.

#### ARTICLE VI-INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is two (2). The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Michael Halfen	748 Boulder Creek Drive Pensacola, Florida 32514
Billy Halfen	817 Sycamore Street Morgan City, Louisiana 70380

#### ARTICLES VII-INCORPORATORS

The names and street addresses of the incorporators signing these Articles of Incorporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Michael Halfen	748 Boulder Creek Drive Pensacola, Florida 32514

#### ARTICLE VIII-BYLAWS

The power to adopt, alter, amend, or repeal bylaws of this corporation shall be vested in the Board of Directors and the shareholders.

#### ARTICLE IX-AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 21<sup>st</sup> day of February, 2004.



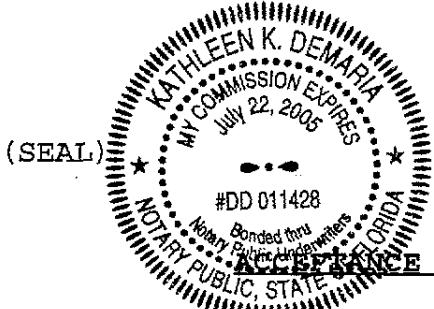
Michael Halfen

STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared Michael Halfen, who is personally known to me or has produced FL Driver's license as identification and who executed the foregoing Articles of Incorporation, and he acknowledges that he subscribed the said instrument for the uses and purposes set forth therein.

WITNESS my hand and official seal in the County, and State last aforesaid this 24<sup>th</sup> day of February, 2004.



Kathleen K. DeMaria  
Kathleen K. DeMaria  
Printed Name of Notary

The undersigned hereby accepts the appointment of Registered Agent of Premier Pharmacy Care, Inc., which is contained in the foregoing Articles of Incorporation. The undersigned is familiar with, and accepts, the obligations provided for in Section 607.0505 of the Florida Statutes.

Michael Halfen  
Michael Halfen

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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