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Division of Corporations
Fax Number : (850) 617-6380
Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COR AMND/RESTATE/CORRECT OR O/D RESIGN

ADVANCED CARE SCRIPTS, INC.

Certificate of Status	0
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8/6/2008

Amended &
Restated
Dr
DKS
20-7-08

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ADVANCED CARE SCRIPTS, INC.**

FILED
08 AUG - 6 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607 of the Florida Statutes, the following Amended and Restated Articles of Incorporation are hereby submitted for filing:

1. The name of the corporation is Advanced Care Scripts, Inc. (the "Corporation").
2. The principal office of the Corporation is located at 100 E. RiverCenter Blvd., Suite 1600, Covington, KY 41011.
3. This Corporation is organized (i) to engage in a retail pharmacy business and provide related services to pharmaceutical manufacturers and (ii) to engage in any lawful act or activity for which corporations may be organized under Chapter 607 of the Florida Statutes.
4. The total number of shares of stock which the Corporation shall have authority to issue is five hundred (500) shares of common stock, par value of ten dollars (\$10.00) per share ("Common Stock").

Shares of Common Stock may be issued from time to time as the Board of Directors of the Corporation shall determine and on such terms and for such consideration as shall be fixed by the Board of Directors. The amount of the authorized Common Stock of the Corporation may be increased or decreased by the affirmative vote of the holders of a majority of the outstanding stock of the Corporation entitled to vote.

5. The address of the Corporation's registered office in the State of Florida is 1201 Hays Street, Tallahassee, Florida 32301. The name of its registered agent at such address is Corporation Service Company.

6. Elections of directors need not be by written ballot unless required by the bylaws of the Corporation. Any director may be removed from office either with or without cause at any time by the affirmative vote of the holders of a majority of the outstanding stock of the Corporation entitled to vote, given at a meeting of the stockholders called for that purpose, or by the written consent of the holders of a majority of the outstanding stock of the Corporation entitled to vote, given in accordance with Chapter 607 of the Florida Statutes.

7. In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall have the power to make, adopt, alter, amend and repeal from time to time the bylaws of the Corporation subject to the right of the stockholders entitled to vote with respect thereto to alter, amend and repeal bylaws made by the Board of Directors.

8. The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by Chapter 607 of the Florida Statutes, as the same may be amended and supplemented from time to time. Any repeal or modification of this Section 8 by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

9. The Corporation shall, to the fullest extent permitted by the provisions of Chapter 607 of the Florida Statutes, as the same may be amended and supplemented from time to time, indemnify any and all persons whom it shall have the power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has

ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

10. The names of the members of the Board of Directors of the Corporation, all located at 100 E. RiverCenter Blvd, Suite 1600, Covington, Kentucky 41011, are:

Tracy Finn
Thomas R. Marsh
Regis T. Robbins

11. The names, titles and addresses of the officers of the Corporation are:

<u>Name and Title</u>	<u>Address</u>
Jeffrey P. Spafford, President	2400 Lake Orange Drive, Suite 200, Orlando, Florida 32837
Edward Hensley, Executive Vice President	2400 Lake Orange Drive, Suite 200, Orlando, Florida 32837
Regis T. Robbins, Secretary	100 E. RiverCenter Blvd #1600, Covington, Kentucky 41011
Thomas R. Marsh, Treasurer	100 E. RiverCenter Blvd #1600, Covington, Kentucky 41011

Certificate

The foregoing Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors of the Corporation without shareholder action, and shareholder action was not required, on August 4, 2008.

Corporation Service Company, Registered Agent



Michael Cambareri

Assistant Vice President

Dated: August 6th, 2008

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P. 5/5

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on this 5 day of August, 2008.

By: 

Name: Regis T. Robbins

Title: Director

Signature Page

Amended and Restated Articles of Incorporation of Advanced Care Scripts, Inc.