

Division of Corporations

Page 1 of 1

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Division of Corporations
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DOMESTICATION

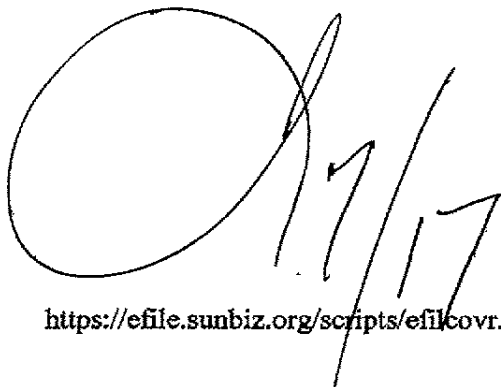
Professional Pharmacy Services of Northeast Florida,

Certificate of Status	0
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Electronic Filing Menu

Corporate Filing Menu

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H06000180443 3

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**CERTIFICATE OF DOMESTICATION
OF
PROFESSIONAL PHARMACY SERVICES, INC.**

The undersigned, James H. Coleman III, President of Professional Pharmacy Services, Inc., a Tennessee corporation in good standing (the "Corporation"), for the purpose of domesticating a foreign corporation for profit in accordance with §607.1801, Florida Statutes, hereby certifies that:

1. The date upon which the Corporation was first formed was December 7, 1987.

2. The jurisdiction where the Corporation was first incorporated was the State of Tennessee.

3. The name of the Corporation immediately prior to the filing of this Certificate of Domestication was PROFESSIONAL PHARMACY SERVICES, INC.

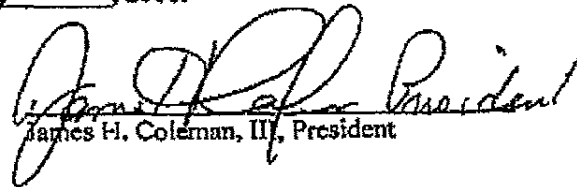
4. The name of the Corporation, as set forth in its Articles of Incorporation filed with this Certificate of Domestication pursuant to §607.0202 and §607.0401, Florida Statutes, is PROFESSIONAL PHARMACY SERVICES OF NORTHEAST FLORIDA, INC.

5. The jurisdiction that constituted the principal place of business and central administration of the Corporation immediately before the filing of this Certificate of Domestication was the State of Tennessee.

6. Attached hereto are Florida Articles of Incorporation to complete the domestication requirements pursuant to Section 607.1801, Florida Statutes.

7. The undersigned, James H. Coleman, III, is the President of the Corporation and duly authorized to sign this Certificate of Domestication on behalf of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Domestication the 14th day of July, 2006.


James H. Coleman, III, President

H06000180443 3

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**ARTICLES OF INCORPORATION
OF
PROFESSIONAL PHARMACY SERVICES OF NORTHEAST FLORIDA, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

**Article I
Name**

The name of this corporation shall be PROFESSIONAL PHARMACY SERVICES OF NORTHEAST FLORIDA, INC.

**Article II
Principal Office and Mailing Address**

The principal office and mailing address of this corporation shall be 146 Inlet Drive, St. Augustine, Florida 32080-3881.

**Article III
Capital Stock**

Section 3.1. Capital Stock. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$0.10 per share.

Section 3.2. Restriction on Transfer of Stock. The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Section 3.3. Approval of Shareholders Required for Merger. The approval of the shareholders holding sixty percent (60%) or more of the capital stock of this corporation eligible to vote with respect to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

**Article IV
Registered Agent and Address**

The name and street address of the registered agent of this corporation are:

Michael J. Ivan, Jr., Esq.
One Independent Drive, Suite 3131
Jacksonville, Florida 32202

Michael J. Ivan, Jr., Esquire
Ivan & Cole, P.A.
One Independent Drive, Suite 3131
Jacksonville, FL 32202
Telephone: (904) 358-3006

H06000180443 3

H06000180443 3

Article V
Incorporator

The name and street address of the incorporator of this corporation are:

James H. Coleman, III
146 Inlet Drive
St. Augustine, Florida 32080-3881

Article VI
Effective Date; Duration

Section 6.1. Effective Date. The effective date of these Articles shall be the date upon which these Articles are filed by the Department of State of the State of Florida.

Section 6.2. Duration. This corporation shall exist perpetually.

Article VII
Purposes

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

Article VIII
Directors and Officers

Section 8.1. Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, but shall never be less than one.

Section 8.2. Directors and Officers. The names and street addresses of the director and officers, and the offices held by each officer, of the corporation are:

James H. Coleman, III
146 Inlet Drive
St. Augustine, Florida 32080-3881

Director, President, Treasurer

Candace H. Coleman
146 Inlet Drive
St. Augustine, Florida 32080-3881

Secretary

H06000180443 3

H06000180443 3

Section 8.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

Section 8.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the fullest extent permitted by law.

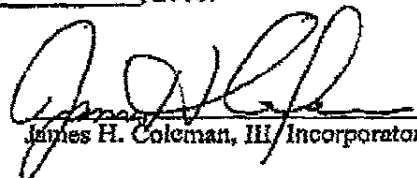
Article IX
Bylaws

The bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article X
Amendment

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

IN WITNESS, WHEREOF, the incorporator has executed these Articles of Incorporation the 14th day of July, 2006.


James H. Coleman, III / Incorporator

H06000180443 3


H06000180443 3

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

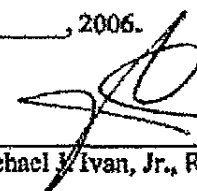
PROFESSIONAL PHARMACY SERVICES OF NORTHEAST FLORIDA, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates Michael J. Ivan, Jr., Esq. as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be One Independent Drive, Suite 3131, Jacksonville, Florida 32202.

DATED this 14th day of July, 2006.


James H. Coleman, III, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 14th day of July, 2006.


Michael J. Ivan, Jr., Registered Agent

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