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### JOSEPH L. VAUGHN, JR., P.A. ATTORNEY AT LAW

2468 Atlantic Boulevard Jacksonville, Florida 32207

(904) 346-0013 Facsimile (904) 396-9778 Also Admitted in Alabama

### September 15, 2009

VIA EXPRESS U. S. MAIL (No. EH 915069 260 US)

Florida Department of State Amendment Section **Division of Corporations** Clifton Building 2661 Executive Center Circle Tallahassee, FL 32301

RE:

Current Name:

Brewer Distributors, Inc.

New Name:

First Coast Medical Distributors, Inc.

Document Number: P08000043129.

#### Dear Amendment Section:

The enclosed "Amended and Restated Articles of Incorporation of Brewer Distributors, Inc." (New Name: First Coast Medical Distributors, Inc.) and required fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Clayton Brewer First Coast Medical Distributors, Inc. 1144 Eagle Point Drive St. Augustine, Florida 32092

For further information concerning this matter, please call me at the number listed at the top of this letterhead.

#### **ENCLOSURES**

- Original "Amended and Restated Articles of Incorporation of Brewer 1. Distributors, Inc." (New Name: First Coast Medical Distributors, Inc.).
- 2. Check No. 2110 for \$35.00 filing fee.
- Extra copy of "Amended and Restated Articles of Incorporation of Brewer 3. Distributors, Inc." and self-addressed postage prepaid return envelope. Please date stamp this extra copy and return it to me in the enclosed envelope.

Florida Department of State Amendment Section September 15, 2009 Page 2 of 2

Thank you for your attention to this matter. Please advise me if you need any additional information.

Very truly yours,

Joseph L. Vanghn, J

JLV/lb

Enclosures as stated

cc: Clayton Brewer (with copy of enclosure #1 only)

Juan J. Barberis (with copy of enclosure #1 only)

## AMENDED AND RESTATED ARTICLES OF INCORPORATION OF BREWER DISTRIBUTORS, INC.

(New Name: FIRST COAST MEDICAL DISTRIBUTORS, INC.)

In compliance with Chapter 607, Florida Statutes, and pursuant to Sections 607.1006 and 607.1007, Florida Statutes, BREWER DISTRIBUTORS, INC., a Florida corporation (hereinafter the "Corporation"), hereby adopts and files the following Amended and Restated Articles of Incorporation for the Corporation, as follows:

## ARTICLE I NAME

The name of the Corporation is FIRST COAST MEDICAL DISTRIBUTOR

## ARTICLE II PRINCIPAL OFFICE AND MAILING ADDRESS

The street address and mailing address of the principal place of business for the Corporation is: 1144 Eagle Point Drive, St. Augustine, Florida 32092.

## ARTICLE III NATURE OF BUSINESS

The Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and the State of Florida.

## ARTICLE IV CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to issue and have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of capital stock having a par value of One Dollar (\$1.00) each.

## ARTICLE V REGISTERED OFFICE AND AGENT

The name and Florida street address of the Corporation's Registered Agent and office are (Statement accepting Appointment as Registered Agent is attached):

**CLAYTON BREWER** 

1144 Eagle Point Drive

St. Augustine, Florida 32092



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### ARTICLE VI INCORPORATOR

The name and address of the Incorporator of the Corporation are:

CLAYTON BREWER

1144 Eagle Point Drive

St. Augustine, Florida 32092

## ARTICLE VII DIRECTORS

The number of directors that the Corporation shall have is two (2) but may be such greater or lesser number as may be provided for in the Bylaws of the Corporation and elected by the shareholders from time to time in accordance with the Bylaws. The initial directors of the Corporation are:

JUAN J. BARBERIS

9745 Touchton Road

**Suite 2203** 

Jacksonville, Florida 32246

CLAYTON BREWER

1144 Eagle Point Drive

St. Augustine, Florida 32092

## ARTICLE VIII INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law or as otherwise provided for in the Bylaws.

## ARTICLE IX AMENDMENT

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in its Amended and Restated Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

#### STATEMENT OF ADOPTION AND SHAREHOLDER ACTION

These Amended and Restated Articles of Incorporation have been approved and adopted on the date set forth below by the Incorporator, and all Directors and Shareholders of the Corporation. The number of votes cast by the Shareholders was sufficient for approval.

(b)

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF BREWER DISTRIBUTORS, INC.

(NEW NAME: FIRST COAST MEDICAL DISTRIBUTORS, INC.)

#### **EXECUTION**

Corporation have been adopted and executed on this		
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	That Drew	
JUAN J BARBERIS	CLAYTON BREWER	
Director and Shareholder	Incorporator, Director and Shareholder	

#### STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for FIRST COAST MEDICAL DISTRIBUTORS, INC., at the place designated in the above-stated Amended and Restated Articles of Incorporation, I am familiar with and accept the appointment and obligations as Registered Agent and agree to act in this capacity.

CLAYTON BREWER

Date: 7-15-0