

Division of Corporations Page 1 of 1
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Florida Department of State
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FLORIDA PROFIT/NON PROFIT CORPORATION

Stat RX USA Acquisition Company, Inc.

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**ARTICLES OF INCORPORATION
OF
STAT RX USA ACQUISITION COMPANY, INC.**

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

**ARTICLE I
NAME AND ADDRESS**

Section 1.1 **Name**. The name of the corporation is Stat RX USA Acquisition Company, Inc. ("Corporation").

Section 1.2 **Address of Principal Office**. The address of the principal office of the Corporation is 4345 Southpoint Blvd., Jacksonville, Florida 32216.

Section 1.3 **Mailing Address**. The mailing address of the Corporation is 4345 Southpoint Blvd., Jacksonville, Florida 32216.

**ARTICLE II
DURATION**

Section 2.1 **Duration**. The Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

**ARTICLE III
PURPOSES**

Section 3.1 **Purposes**. This Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of Florida.

**ARTICLE IV
SHARES**

Section 4.1 **Shares**. The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares of voting common stock having a par value of \$.01 per share.

**ARTICLE V
INITIAL DIRECTORS**

Section 5.1 **Number.** This Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the bylaws, but shall never be less than one (1).

Section 5.2 **Initial Directors.** The name and address of the members of the initial Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
David A. Smith	4345 Southpoint Blvd. Jacksonville, FL 32216
David M. Bronson	4345 Southpoint Blvd. Jacksonville, FL 32216

**ARTICLE VI
BYLAWS**

Section 6.1 **Bylaws.** The initial bylaws of this Corporation shall be adopted by the Board of Directors. Bylaws may be amended or repealed from time to time by either the Board of Directors or the shareholders, but the Board of Directors shall not alter, amend, or repeal any bylaw adopted by the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 Board of Directors.

**ARTICLE VII
INDEMNIFICATION**

Section 7.1 **Indemnification.** The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees, and agents to the full extent permitted by law.

**ARTICLE VIII
INITIAL REGISTERED AGENT**

Section 8.1 **Name of Initial Registered Agent.** The name of the initial registered agent of the Corporation at the registered office named above is:

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Section 8.2 **Address of Initial Registered Agent.** The address of the initial registered agent of the Corporation is:

1200 South Pine Island Road
Plantation, FL 33324

ARTICLE IX
INCORPORATOR

Section 9.1 Incorporator. The name and street address of the incorporator of this Corporation is:

Joshua H. DeRenzis

PSS World Medical, Inc.
4345 Southpoint Blvd.
Jacksonville, FL 32216

IN WITNESS WHEREOF, the incorporator has executed these Articles the 31st day of March, 2009.



Signature/Incorporator

March 31, 2009
Date

Josh DeRenzis
Printed Name/Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to serve in this capacity.

Barbara A. Burke
Signature/Registered Agent

4-2-09
Date

Barbara A. Burke
Special Assistant Secretary

Printed Name/Registered Agent

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