

P12000003328

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

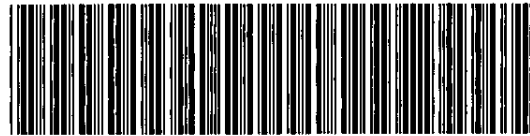
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



700216099647

01/06/12--01022--024 \*\*137.50

FILED  
12 JAN -6 PM 2:19  
STATE  
TALLAHASSEE, FLORIDA

g 1/11/12

# PETERSON & MYERS, P.A.

ATTORNEYS AT LAW • SINCE 1948

WINTER HAVEN  
(863) 294-3360  
FAX (863) 299-5498

P.O. Box 1079  
LAKE WALES, FLORIDA 33859-1079

100 WEST STUART AVENUE  
LAKE WALES, FLORIDA 33853  
(863) 676-7611 OR (863) 683-8942  
FAX (863) 676-0643

[www.PetersonMyers.com](http://www.PetersonMyers.com)

LAKELAND  
(863) 683-6511 OR (863) 676-6934  
FAX (863) 682-8031

January 5, 2012

*Via FedEx, Tracking No. 7930 8346 2127*

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

FILED  
12 JAN -6 PM 2:19  
TALLAHASSEE, FLORIDA

Re: Domestication of WellDyneRx, Inc. as a Florida corporation

Dear Sir or Madam:

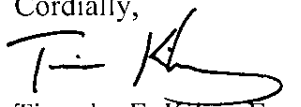
In connection with the Florida domestication of WellDyneRx, Inc. (which is currently a Delaware corporation), enclosed please find the following documents for filing:

1. Articles of Incorporation for WellDyneRx, Inc.
2. Certificate of Domestication for WellDyneRx, Inc.

In addition to the above documents, I am also enclosing a check payable to the Florida Department of State in the amount of \$137.50 (\$128.75 for domestication plus \$8.75 for certificate of status), to cover the cost of domesticating WellDyneRx, Inc. as a Florida corporation, and to obtain a certificate of status. I understand a certified copy is included in the filing fee.

Please contact me if you have any questions, or if you require any additional information or documentation. Otherwise, I would appreciate it if you would send the certified copy and certificate of status to me at the Lake Wales office address set forth above.

Cordially,

  
Timothy E. Kiley, Esq.

Enclosures (as stated)

M. DAVID ALEXANDER III  
JOHN B. ALLEN  
PHILIP O. ALLEN  
KEVIN A. ASHLEY  
JASON M. BERGWALL  
JACK P. BRANDON  
JOSHUA K. BROWN  
PHILIP H. BUSH

DEBRA L. CLINE  
J. DAVIS CONNOR  
CLINTON A. CURTIS  
JACOB C. DYKXHOORN  
DAVID G. FISHER  
MICHAEL T. GALLAHER  
JOHN R. GRIFFITH  
DAVID E. GRISHAM

JOHN D. HOPPE  
TIMOTHY E. KILEY  
KEVIN C. KNOWLTON  
ALEXANDER F. KOSKEY, III  
DOUGLAS A. LOCKWOOD, III  
BRIAN K. MATHIS  
CORNEAL B. MYERS  
E. BLAKE PAUL

ROBERT E. PUTERBAUGH  
THOMAS B. PUTNAM, JR.  
JENNIFER A. RUMPH  
DEBORAH A. RUSTER  
STEPHEN R. SENN  
ANDREA TEVES SMITH  
KEITH H. WADSWORTH  
KERRY M. WILSON



CERTIFICATE OF DOMESTICATION

OF

WELLDYNERX, INC.

FILED

12 JAN -6 PM 2: 19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

---

The undersigned, on behalf of WellDyneRx, Inc., hereby certifies the following:

Date and Jurisdiction Where Originally Incorporated

Rx West Acquisition Corp. was originally incorporated in the State of Delaware on August 26, 1999. Rx West Acquisition Corp. changed its name to RxWest, Inc. by filing an amendment to its certificate of incorporation in Delaware on September 8, 1999. RxWest, Inc. subsequently changed its name to WellDyneRx, Inc. by filing another amendment to its certificate of incorporation in Delaware on March 16, 2006.

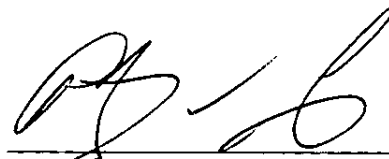
Name of Corporation Immediately Prior to Domestication

The name of the corporation immediately prior to its domestication in Florida was WellDyneRx, Inc., and the corporation's name under its Florida articles of incorporation shall remain the same.

Principal Place of Business Immediately Prior to Domestication

Prior to domestication in Florida, WellDyneRx, Inc. was a Delaware corporation. However, the corporation's principal place of business has been located at 500 Eagles Landing Drive, Lakeland, Polk County, Florida since 2007.

Dated this 3rd day of January, 2012.



---

Phil Mowry, Vice President and  
General Counsel for WellDyneRx, Inc.

STATE OF FLORIDA  
COUNTY OF POLK

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Phil Mowry, who ☒ is personally known to me or who ☐ has produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal this 3rd day of January, 2012.



Carol Brown Gunn

Notary Public  
State of Florida at Large  
My Commission Expires:

10/11/2013

FILED

12 JAN -6 PM 2:19

CLERK OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**WELLDYNERX, INC.**

FILED  
12 JAN -6 PM 2: 19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a Florida corporation under Chapter 607, Florida Statutes:

**ARTICLE I - Name**

The name of the corporation is WELLDYNERX, INC.

**ARTICLE II - Principal Office  
and Mailing Address of the Corporation**

The address of the principal office of the corporation is 500 Eagles Landing Drive, Lakeland, Florida 33810, and its mailing address is the same.

**ARTICLE III - Commencement and Duration**

Pursuant to section 607.1801, Florida Statutes, the corporation's existence shall be deemed to have commenced on the date of its original incorporation in Delaware, August 26, 1999. The corporation's existence shall continue perpetually thereafter until dissolved according to law.

**ARTICLE IV - Specific Purpose**

The corporation is organized for the purpose of undertaking any and all lawful business permitted in accordance with Chapter 607, *Florida Statutes*.

**ARTICLE V - Stock**

The corporation is authorized to issue one thousand (1,000) shares of common stock, which shares shall be a single class, and without par value.

**ARTICLE VI - Board of Directors**

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors. The corporation shall have at least one director initially, and the number of directors may thereafter be

increased or decreased from time to time in accordance with the bylaws of the corporation. The name and street address of the current director, who shall hold office until the appointment of her successor by the corporation's stockholders, is:

<u>Name</u>	<u>Address</u>
Damien Lamendola	500 Eagles Landing Drive Lakeland, Florida 33810

#### ARTICLE VII - Officers

The officers of the corporation shall consist of a president and secretary, each of whom shall be elected by the Board of Directors of the corporation, along with such additional officers as the Board may determine from time to time.

The name and street address of the initial officers of the corporation are:

<u>Office</u>	<u>Name</u>	<u>Address</u>
CEO/President and Secretary	Damien Lamendola	500 Eagles Landing Drive Lakeland, Florida 33810

#### ARTICLE VIII - Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, as provided in the corporation's bylaws.

#### ARTICLE IX - Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend, or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended, or repealed by the board of directors.

ARTICLE X - Amendment

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE XI - Incorporator

The name and address of the Incorporator to these articles of incorporation is:

Name

Address

Phil Mowry, Esq..

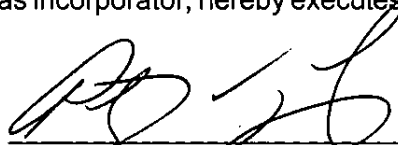
500 Eagles Landing Drive  
Lakeland, Florida 33810

ARTICLE XII - Initial Registered Office and Agent

The corporation's initial registered agent and address is as follows:

CT Corporation System  
c/o CT Corporation System  
1200 South Pine Island Road  
Plantation, Florida 33324

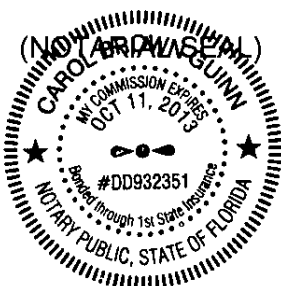
IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of incorporation this 3rd day of January, 2012.


  
\_\_\_\_\_  
Phil Mowry, Vice President and  
General Counsel for WellDyneRx, Inc.

STATE OF FLORIDA  
COUNTY OF POLK

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Phil Mowry, who X is personally known to me or who      has produced                                      as identification.

WITNESS my hand and official seal this 3rd day of January, 2012.



  
\_\_\_\_\_  
Notary Public  
State of Florida at Large  
My Commission Expires: 10/11/2013

To: The Department of State  
Tallahassee, Florida 32304

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED**

In compliance with Section 607.0501 of the Florida General Corporation Act, the following is submitted:

WELLDYNERX, INC., with its place of business at 500 Eagles Landing Drive, Lakeland, Florida 33810, has named CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324, as its agent to accept service of process within Florida.

**ACKNOWLEDGMENT**

Having been named as registered agent and 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated January 3, 2012.

*Barbara A. Burke*

Barbara A. Burke  
Special Assistant Secretary

FILED  
12 JAN -6 PM 2:19  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA