

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 222-8870 • 1-800-342-8062 • Fax (850) 222-1222

P93000023017

Pharmaceutical
Recovery Services,
Inc.

000002348338--3
-11/17/97-01031-014
*****87.50 *****87.50

FILED
97 NOV 21 PM 3:25
TALLAHASSEE FLORIDA
SECRETARY OF STATE

Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
☒ Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
☒ Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____ 11/21
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

NOV 17 2000
CORPORATION

11/21
Jory
Amended
Restated
C.C.

corrected
per
Lauren

Signature _____

Requested by LS 11/17 9:47
Name _____ Date _____ Time _____
Walk-In _____ Will Pick Up _____



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 17, 1997

CAPITAL CONNECTON, INC.

TALLAHASSEE, FL

SUBJECT: PHARMACEUTICAL RECOVERY SERVICES, INC.
Ref. Number: P93000023017

RECEIVED
97 NOV 21 PM 1:00
DIVISION OF CORPORATIONS

We have received your document for PHARMACEUTICAL RECOVERY SERVICES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 497A00055115

Corrected

RESTATED AND AMENDED ARTICLES OF INCORPORATION

OF

PHARMACEUTICAL RECOVERY SERVICES, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned corporation, pursuant to a unanimous vote of its shareholders, hereby adopts the following Restated Articles of Incorporation:

ARTICLE I

The name of the Corporation shall be PHARMACEUTICAL RECOVERY SERVICES, INC.

ARTICLE II

The street address of the principal office of the corporation shall be:

5422 Carrier Drive, Suite 204
Orlando, Florida 32819

ARTICLE III

The purpose for which this Corporation is organized is to engage in the reclamation and disposal of pharmaceuticals and other medicinal substances and to transact any and all other lawful business for which corporations may be incorporated under the laws of the United States of America and of this State.

ARTICLE IV

The maximum number of shares of common stock which may be issued by this Corporation is One Hundred Million (100,000,000) shares of common stock, no par value. Each holder of common stock shall be entitled to cast one (1) vote for each share of common stock owned on all matters submitted to shareholders for a vote. On all matters submitted to the shareholders for a vote including the election of

directors, a plurality of the votes cast by the shares entitled to vote in an election at a meeting for which a quorum is present shall be required for approval of such matters. A quorum shall be established in the By-Laws by the Board of Directors.

ARTICLE V

The Corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VI

The registered agent of this Corporation shall be

K. Michael Swann

The registered office of this Corporation shall be located at:

280 West Canton Avenue, Suite 240
Winter Park, Florida 32789

ARTICLE VII

The business of the Corporation shall be conducted and managed by a Board of Directors consisting of not less than one (1) member. The Board of Directors shall be elected by the shareholders.

ARTICLE VIII

The Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE IX

No contract or other transaction between the Corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of this Corporation is or are interested in, or is a member, stockholder,

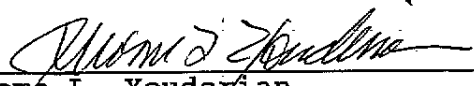
director or officer, or are members, stockholders, directors or officers of such other firm or corporation; and any director or officer, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this Corporation or in which this Corporation is interested, and no contract, act or transaction of this Corporation with any other person or persons, firm, association or corporation, shall be affected or invalidated by reason of the fact that any director or officer of the Corporation is a party or are parties to, or are interested in such contract, act or association or corporation.

The foregoing restated articles of incorporation restate and integrate and amend in accordance with Section 607.1006, Fla. Stat., the provisions of the corporation's articles of incorporation as theretofore amended. The amendments contained herein were approved by a unanimous vote of the shareholders at a special meeting held for such purposes on November 10, 1997.

Dated this 14TH of November, 1997.

PHARMACEUTICAL RECOVERY
SERVICES, INC.

By


Jerome L. Youderian

Chief Financial Officer/Director

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with the laws of the State of Florida, the following is submitted:

First, that:

PHARMACEUTICAL RECOVERY SERVICES, INC.

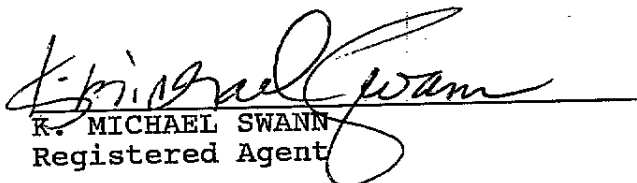
desiring to organize under the laws of the State of Florida has named:

K. MICHAEL SWANN

of 280 West Canton Avenue, Suite 240, Winter Park, Orange County, State of Florida, as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 14th day of November, 1997.


K. MICHAEL SWANN
Registered Agent