

P930000023017

PITAL CONNECTION, INC.

Virginia Street, Suite 1 • Tallahassee, Florida 32301
8870 • 1-800-342-8062 • Fax (850) 222-1222

Pharmaceutical Recovery Services, Inc.

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*****52.50 *****52.50

____ 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
____ Driving Record
____ UCC 1 or 3 File
____ UCC 11 Search
____ UCC 11 Retrieval
____ Courier

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 AUG 17 PM 3:34
FILED
TO AGENCY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

Articles
of Share
Exchange

2 PM

AUG 21 2001

Signature _____

Requested by: KC

Date: 8/17

Time: 3:15

Name _____

Walk-In _____

Will Pick Up _____



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 20, 2001

Capital Connection, Inc.

Tallahassee, FL

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

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

We have received your document for PHARMACEUTICAL RECOVERY SERVICES, INC. and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is no provision in Chapter 607, Florida Statutes where a Florida corporation and a foreign limited liability company can enter into a share exchange.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 301A00047476

RECEIVED
DIVISION OF CORPORATIONS
AUG 21 AM 10:15

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF SHARE EXCHANGE

Pursuant to the provisions of §607.1105 of the Florida Business Corporation Act, PHARMACEUTICAL RECOVERY SERVICES, INC. (the "Corporation"), a Florida corporation and PRSI Group, Inc., a New York corporation, adopt the following Articles of Share Exchange for the purpose of effecting a share exchange:

Article I. The name of the acquiring corporation of the share exchange ("Share Exchange") is PRSI Group, Inc., a New York corporation, as designee for PRSI Acquisition Group, Inc.

Article II. On June 6, 2001, the attached Plan of Share Exchange (the "Plan") was approved by the shareholders of the Corporation in the manner prescribed by the Florida Business Corporation Act. The attached Plan, which is incorporated herein by reference, meets all the requirements of the Florida Business Corporation Act. On June 6, 2001, the Board of Directors for PRSI Group, Inc., adopted the Plan since shareholder approval was not required.

Article III. The number of shares outstanding, and the designation and number of the shares of each class entitled to vote as a class of the Corporation, are as follows:

<u>Designation of Class</u>	<u>Number of Shares Issued & Outstanding</u>
Common Stock	7,991,946

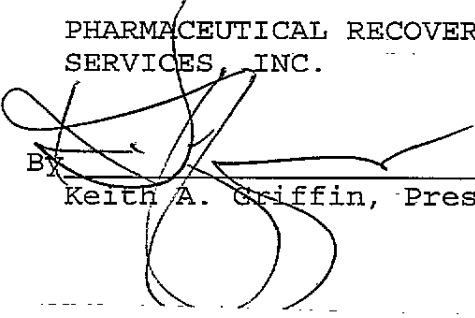
Article IV. As to the Corporation, the total number of shares that voted for and against the Plan, respectively, are as follows:

<u>Class</u>	<u>Total Number Of Shares That Voted For The Plan</u>	<u>Total Number Of Shares That Voted Against The Plan</u>
Common	4,449,130	405,032

Article V. The Effective Date of the Share Exchange shall be the date these Articles of Share Exchange have been filed with the Florida Secretary of State, Division of Corporations.

Dated this 17th day of August, 2001.

PHARMACEUTICAL RECOVERY
SERVICES, INC.

By 
Keith A. Griffin, President

PRSI GROUP, INC.

By 
Michael Lindburg, President

PLAN OF SHARE EXCHANGE

Plan of Share Exchange dated May 15, 2001, between PRSI ACQUISITION GROUP, INC., or its designee, referred to as the "Acquiring" corporation or "Purchaser", and PHARMACEUTICAL RECOVERY SERVICES, INC., referred to as the "Acquired" corporation or "PRSI".

R E C I T A L S

Whereas, Purchaser is a corporation organized and existing under the laws of the State of New York; and

Whereas, PRSI is a corporation organized and existing under the laws of the State of Florida with its principal office at 5422 Carrier Drive, Suite 204, Orlando, Florida 32819-8394; and

Whereas, PRSI has a capitalization of 100,000,000 authorized shares of common stock, no par value, of which 7,991,946 shares are issued and outstanding; and

Whereas, the boards of directors of Purchaser and PRSI hereto deem it desirable and in the best business interests of the respective corporations and their shareholders that all of the shares of common stock of PRSI be acquired by Purchaser in accordance with the terms hereof and in accordance with the terms and conditions of the Stock Purchase Agreement between the corporations of even date herewith pursuant to the provisions of §607.1102, et seq. of the Florida Business Corporation Act.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, and the terms and conditions as set forth in the Stock Purchase Agreement, which are incorporated by reference herein, the parties agree as follows:

Section One. Terms and Conditions of Share Exchange. On the Effective Date of the Share Exchange as defined in section five of this Plan of Share Exchange, all of the issued and outstanding shares of common stock of PRSI shall be transferred, assigned and delivered to Purchaser so that PRSI shall become a wholly owned subsidiary of Purchaser. In consideration for receipt of all of the shares of common stock of PRSI, Purchaser shall pay cash and other consideration to and for the benefit of the shareholders of PRSI subject to dissenter's rights in favor of the PRSI shareholders as provided for in Sections 607.1301 and 607.1302; and 607.1320 of the Florida Business Corporation Act.

Section Two. Manner and Basis for Exchanging the PRSI Shares of Common Stock for Cash and Other Consideration. In exchange for the transfer and delivery of all of the shares of PRSI common stock to Purchaser and subject to the Purchaser's right of offset as provided for in the Stock Purchase Agreement, the PRSI shareholders on the Effective Date of the Plan of Share Exchange will be entitled to receipt of the following consideration (the "Stock Consideration"):

(i) For the benefit and to the credit of the PRSI shareholders, payment in cash or certified funds by Purchaser of the sum of \$200,000 on or before December 31, 2002, together with

interest accruing thereon from the Effective Date until the date of such payment at the annual rate of eight percent (8%);

(ii) For the benefit and to the credit of the PRSI shareholders, payment in cash or certified funds by Purchaser of the sum of \$200,000 on or before December 31, 2003, together with interest accruing thereon from the Effective Date until the date of such payment at the annual rate of eight percent (8%);

(iii) For the benefit and to the credit of the PRSI shareholders, payment by Purchaser on December 31, 2003, of an additional amount equal to the difference, if any, between the sum of \$250,000 and the aggregate amount of funds that Purchaser has invested in Abacus Inventory Management, LLC ("Abacus") between the Effective Date and December 31, 2003, as set forth in the Purchase and Sale Agreement dated March 31, 2000, between PRSI and Abacus; and

(iv) For the benefit and to the credit of the PRSI shareholders, the assignment by Purchaser, as of the Effective Date, of all royalties and all other existing rights to royalties, arising from the Purchase and Sale Agreement between Abacus and PRSI, dated March 31, 2000.

Section Three. Default in Payment of Stock Consideration or Other Conditions. In the event it shall default in its obligations to timely remit any portion of the Stock Consideration pursuant to Section Two above and such default is not cured within the time period set forth in Section 2.4 of the Stock Purchase Agreement, or should

Purchaser default in the performance of other conditions as set forth in the Stock Purchase Agreement and such default(s) are not cured in the manner set forth in Section 5.5 of the Stock Purchase Agreement, the ownership of the PRSI shares of common stock shall revert to the PRSI shareholders and Purchaser shall execute any necessary documents, assignments or transfers and take any other action necessary to effectuate the reversion of the PRSI common stock ownership to the PRSI shareholders.

Section Four. Approval by Shareholders. This Plan of Share Exchange shall be submitted for approval by the shareholders of PRSI in the manner provided for by the applicable laws of the State of Florida at a meeting of the shareholders to be held at such time as the Board of Directors of PRSI may determine.

Section Five. Effective Date of Share Exchange. The Effective Date of this Share Exchange shall be the date when this Plan of Share Exchange and the Articles of Share Exchange are filed with the Florida Secretary of State, Division of Corporations.

Section Six. Abandonment of Share Exchange. This Plan of Share Exchange may be abandoned at any time prior to the Effective Date hereof (1) on the unanimous agreement of the Boards of Directors of the Purchaser and PRSI; or (2) by action of the Board of Directors of the Purchaser if PRSI shall have failed to satisfy any of the conditions set forth in Section 7.1(a) through 7.1(m) of the Stock Purchase Agreement; or (3) by action of the Board of Directors of PRSI if the Purchaser shall have failed to satisfy any of the conditions


set forth in sections 7.2(a) through 7.2(e) of the Stock Purchase Agreement; or (4) if the Plan of Share Exchange and the Articles of Share of Exchange are not filed with the Florida Secretary of State, Division of Corporations on or before June 30, 2001:

Section Seven. Execution of Agreement. This Plan of Share Exchange may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

PRSI ACQUISITION GROUP, INC.

Witness

Witness



Witness



Witness

Witness

Witness

Witness

Witness

Witness

Witness

By: _____

PHARMACEUTICAL RECOVERY
SERVICES, INC.

By:  _____

By: _____

By: _____

By: _____

set forth in sections 7.2(a) through 7.2(e) of the Stock Purchase Agreement; or (4) if the Plan of Share Exchange and the Articles of Share of Exchange are not filed with the Florida Secretary of State, Division of Corporations on or before June 30, 2001:

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PRSI ACQUISITION GROUP, INC.

Witness

By: _____


Witness

PHARMACEUTICAL RECOVERY
SERVICES, INC.



Witness

By:  _____



Witness

Witness

By: _____

Witness

Witness

By: _____

Witness

Witness

By: _____

Witness

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PRSI ACQUISITION GROUP, INC.

Witness

By: _____

Witness

PHARMACEUTICAL RECOVERY
SERVICES, INC.

Larry Clark

Witness
Julian Luker

Witness

By: *Charles C McComan*

Witness

By: _____

Witness

Witness

By: _____

Witness

Witness

By: _____

Witness

set forth in sections 7.2(a) through 7.2(e) of the Stock Purchase Agreement; or (4) if the Plan of Share Exchange and the Articles of Share of Exchange are not filed with the Florida Secretary of State, Division of Corporations on or before June 30, 2001:

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PRSI ACQUISITION GROUP, INC.

Witness

By: _____

Witness

PHARMACEUTICAL RECOVERY
SERVICES, INC.

Witness

By: _____

Witness

Witness

By: _____

Witness

Witness

By: _____

Witness

Mona Sheeman

Witness

By: *B. W. P.*

[Signature]

Witness

Section Seven. Execution of Agreement. This Plan of Share Exchange may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Holly Dolmeyer
Witness
Dathleen Franklin
Witness

PRSI ACQUISITION GROUP, INC.

By: Michael R. Lundberg
President

PHARMACEUTICAL RECOVERY
SERVICES, INC.

Witness

By: _____

Witness

Witness

By: _____

Witness

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By: _____

Witness

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By: _____

Witness