

HARRY J. SODERBERG  
OF COUNSEL.

**SOMMER, GRAY & WHITE, P.A.**  
ATTORNEYS AT LAW

**ORLANDO, FLORIDA 32801**

TELEPHONE (407) 425-4305  
TELECOPIER (407) 425-4304

THEODORE W. GLASS  
M. BRADLEY LUCZAK  
KENNETH L. SCHULTZ  
SAMANTHA J. SCURIO

**VIA OVERNIGHT DELIVERY**

**Re: Florida Pharmacy Services, Inc.  
Our File No. 371-1**

900001436689  
-03/22/95--01070--006  
\*\*\*122.50 \*\*\*122.50

Enclosed are an original and one copy of Articles of Incorporation pertaining to Florida Pharmacy Services, Inc., together with its check in the amount of \$122.50, representing the filing fees of \$35.00, designation of registered agent fee of \$35.00, and \$52.50 to obtain a certified copy of the Articles after the same has been filed. Please forward the certified copy of the filed Articles to the attention of the undersigned.

Thank you for your prompt attention to this matter. Please do not hesitate to call my office, collect, should you have any questions.

MAR 21 1995 BSB

Very truly yours,

**Robert B. White, Jr.**

/clt  
Enclosures

FILED  
MAR 22 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
FLORIDA PHARMACY SERVICES, INC.**

FILED  
95 MAR 22 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby makes and subscribes these Articles of Incorporation intending to form a corporation under the provisions of Chapter 607, Florida Statutes.

**ARTICLE I - NAME**

The name of this corporation is **FLORIDA PHARMACY SERVICES, INC.**

**ARTICLE II - PURPOSE**

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by Chapter 607, Florida Statutes, as presently in effect and as it may be amended from time to time in the future.

**ARTICLE III - CAPITAL STOCK**

The corporation is authorized to issue one thousand (1,000) shares of common stock, each share having a par value of \$1.00.

**ARTICLE IV - DURATION**

The corporation is to have perpetual existence, beginning in accordance with law.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 2454 E. Michigan Street, Orlando, Florida, 32806, and the name of the initial registered agent is Kirk T. Banks.

**ARTICLE VI - PRINCIPAL PLACE OF BUSINESS**

The principal place of business and mailing address of this corporation is 2454 E. Michigan Street, Orlando, Florida, 32806.

#### **ARTICLE VII - BOARD OF DIRECTORS**

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one.

The initial directors of this corporation shall be:

Kirk T. Banks  
3322 Lake Shore Drive  
Orlando, FL 32803

Edward M. Webman  
2801 Ardsley Drive  
Orlando, FL 32804

Malka B. Webman  
1508 Arthur Street  
Orlando, FL 32804

Timothy O. Bates  
7726 White Ash  
Orlando, FL 32819

#### **ARTICLE VIII - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

#### **ARTICLE IX - INDEMNIFICATION**

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

#### **ARTICLE X - AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI - INCORPORATOR

The name and address of the person signing these articles is:

Kirk T. Banks  
2454 E. Michigan Street  
Orlando, FL 32806

IN WITNESS WHEREOF, the undersigned incorporator has executed these  
Articles of Incorporation this 11<sup>th</sup> day of March, 1995.

Incorporator

Kirk T. Banks  
Kirk T. Banks

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of March, 1995  
by Kirk T. Banks, who is personally known to me or who has produced 606 as  
identification and who did not take an oath.

Cheryl L. Tauscher  
Name: \_\_\_\_\_  
(Print)

NOTARY PUBLIC  
State of Florida

My Commission Expires:

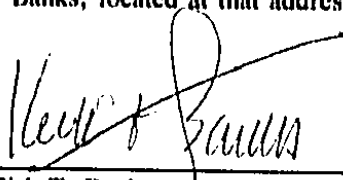


CHERYL L. TAUSCHER  
MY COMMISSION # CC249220 EXPIRES  
December 30, 1996  
BONDED THRU TROY FAIR INSURANCE, INC.

**DESIGNATION OF REGISTERED AGENT**

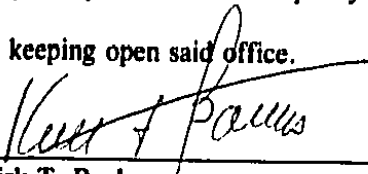
Pursuant to Chapter 48.0501, Florida Statutes, the following is submitted in compliance with said Act:

That FLORIDA PHARMACY SERVICES, INC., a corporation being organized to exist under the laws of the State of Florida with its registered office located at 2454 B. Michigan Street, Orlando, Florida, 32806 has named Kirk T. Banks, located at that address as its agent to accept service of process within the State.

  
Kirk T. Banks

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above-entitled corporation at the registered office designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
Kirk T. Banks