

P95000056776
TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: V-Corp, Inc.

Enclosed is an original and one (1) acopy of the articles of incorporation and a check for:

\$131.25
Filing fee
Certified Copy
& Certificate

000001480160
-05/09/95--01027--006
****131.25 ****131.25

FROM: Edward P. Dutkiewicz Jr., Esq.
3193 Tech Drive, N.
St. Petersburg, FL 33716-1006
(813) 571-1919

MAY 11 1995

FILED
95 JUL 21 AM 8:29
BS*

502
W95-9963

JUL 24 1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 11, 1995

EDWARD P. DUTKIEWICZ JR., ESQ.
3193 TECH DRIVE NORTH
ST. PETERSBURG, FL 33716-1006

SUBJECT: V-CORP, INC.
Ref. Number: W95000009963

We have received your document for V-CORP, INC. and check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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 (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 195A00023923

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Visions in Pharmacy, Inc.

Enclosed is an original and one (1) acopy of the articles of incorporation and a check for:

\$131.25
Filing fee
Certified Copy
& Certificate

FROM: Edward P. Dutkiewicz Jr., Esq.
3193 Tech Drive, N.
St. Petersburg, FL 33716-1006
(813) 571-1919

ARTICLES OF INCORPORATION

FILED

95 JUL 21 AM 8:29

FILED
STATE OF FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Visions In Pharmacy, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
3193 Tech Drive, N.
St. Petersburg, FL 33716-1006

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Million (1,000,000) Shares, Common Stock

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Edward P. Dutkiewicz Jr., Esq.
3193 Tech Drive, N.
St. Petersburg, FL 33716-1006

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Edward P. Dutkiewicz Jr., Esq.
3193 Tech Drive, N.
St. Petersburg, FL 33716-1006

The undersigned Incorporator has executed these Articles of Incorporation this the 25th day of April, 1995.

A handwritten signature in black ink, appearing to read "Edward P. Dutkiewicz Jr.", written over a horizontal dashed line.

Edward P. Dutkiewicz Jr., Esq.
3193 Tech Drive, N.
St. Petersburg, FL 33716-1006

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is : Visions in Pharmacy, Inc.

2. The name and address of the registered agent and office is:

Edward P. Dutkiewicz Jr., Esq.
3193 Tech Drive, N.
St. Petersburg, FL 33716-1006

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95 JUL 21 11:03:29
TALLAHASSEE
FLORIDA

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



Edward P. Dutkiewicz Jr., Esq.

7/19/95

(date)

P-95000056776

EDWARD P. DUTKIEWICZ JR.
ATTORNEY AT LAW
4205 Kent Drive, N.
Largo, FL 34644
(813) 593-2056

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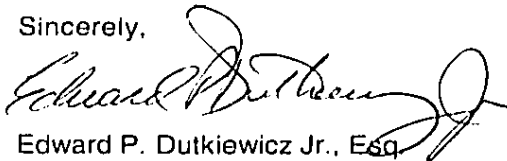
April 1, 1996

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: Amendments Section

Dear Sir or Madam,

Enclosed please find my request to amend articles of incorporation of the Florida corporation "Visions In Pharmacy, Inc.". I have also included the required fee of \$35.00.

Sincerely,


Edward P. Dutkiewicz Jr., Esq.

FILED
96 APR -8 PM 2:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Amend

VS APR 11 1996

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
VISIONS IN PHARMACY, INC.

FILED
96 APR -8 PM 2:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provision of Section 607.1006, Florida Statutes, this Florida corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment adopted: Article III, entitled "SHARES" shall be amended to read as follows:

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Million (1,000,000) Shares, A Stock, also known as Common Stock. The A Stock will have voting powers, one vote per share. A Stock will be paid dividends when issued by Visions in Pharmacy, Inc.

One Million (1,000,000) Shares, B Stock, also known as Convertible Stock. The B Stock will have voting powers, one vote per share. B Stock will not be paid any dividend until one of the following events occur;

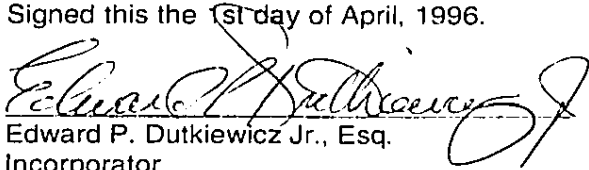
1. The stock for Visions in Pharmacy, Inc. is publically traded;
- or,
2. Sixty percent (60%) of the outstanding, voting shares agree to allow B Stock to share in dividends.

Dividends are based on Stock ownership, and when paid to both A and B Stock, the dividend per share will be equal.

SECOND: The effective date of the adopted amendment is April 1, 1996.

THIRD: The amendment was adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this the 1st day of April, 1996.


Edward P. Dutkiewicz Jr., Esq.
Incorporator