

08/23/95 10:00 FAS-T CORPORATION AGENTS, INC. 599-0839 001

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8/23/95 FLORIDA DIVISION OF CORPORATIONS 11:23 AM
PUBLIC ACCESS SYSTEM

((H95000009330)) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: FAS-T CORP. AGENTS, INC.
DEPARTMENT OF STATE 8405 NW 53RD ST
STATE OF FLORIDA SUITE C-100
400 EAST GAINES STREET MIAMI FL 33166 311
TALLAHASSEE, FL 32399 CONTACT: LIDIA FERNANDEZ
FAX: (904) 922-4000 PHONE: (305) 599-0839
FAX: (305) 592-9591

((H95000009330)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.O.
NAME: ADVANCED PHARMACY CARE OF FLORIDA, INC.
FAX AUDIT NUMBER: H95000009330 CURRENT STATUS: REQUESTED
DATE REQUESTED: 08/23/1995 TIME REQUESTED: 13:23:24
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 1
NUMBER OF PAGES: 6 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$78.75 ACCOUNT NUMBER: 071001002335

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

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** ENTER 'M' FOR MENU. **

8/23/95 FLORIDA DIVISION OF CORPORATIONS 11:23 AM
PUBLIC ACCESS SYSTEM
ELECTRONIC PROCESSING MENU

68-2-225775
08/23/95

08/23/95 00:51
08/21/1995 13:01

FAS-T CORPORATE AGENTS
J052200J04

(305) 592-9591
ANTONIO J. SOTO ESQ.

P. 002
PAGE 02

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ARTICLES OF INCORPORATION
OF
ADVANCED PHARMACY CARE OF FLORIDA, INC.

FILED
IN
CLERK'S
OFFICE
OF
THE
STATE
OF
FLORIDA
AT
TALLAHASSEE
JULY 20 1995

ARTICLE I. NAME

The name of this corporation shall be ADVANCED PHARMACY CARE OF FLORIDA, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the SECRETARY OF STATE, STATE OF FLORIDA. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of EVERY LEGAL BUSINESS IN FLORIDA engaging in the transaction of any and all business activities permitted under the laws of FLORIDA and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1000 par value shares of common capital stock.

THIS INSTRUMENT PREPARED BY:
ANTONIO J. SOTO, ESQ.
8800 W. FLAGLER ST., A-105
DEAL, FL 33144-0057
FLA BAR # 000160

(305) 2272700

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ANTONIO J SOTO ESQ

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ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions
Imposed By This Corporation's Articles Of Incorporation. A Copy
Of Which Is On File At This Corporation's Principal Office."

Articles Of Incorporation Of ADVANCED PHARMACY CARE OF FLORIDA, INC.

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(305) 592-9591

ANTONIO J. SOLIS

P. 004

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ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be 2. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

GONZALO CLAVIJO; 17301 N.W. 6TH STREET, PEMBROKE

PINES, FL 33029

JOHN J. REYES; CONDOMINIO GIRASOL, APT 1010, ISLA VERDE, P.R., 00979.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 17301 N.W. 6TH STREET, PEMBROKE PINES, FLORIDA 33029.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: GONZALO CLAVIJO.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator

Articles Of Incorporation Of ADVANCED PHARMACY CARE OF FLORIDA, INC.

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(305) 592-9591

ANTONIO J SOTO ESQ

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are: GONZALO CLAVIJO, 17301 N.W. 6TH STREET, PEMBROKE PINES, FLORIDA
33029.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in

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Articles Of Incorporation Of ADVANCED PHARMACY CARE OF FLORIDA, INC.

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08/21/1995 11:24

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3892280364

(305) 592-9591
ANTONIO J. SOTO III
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PAGE 86

these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



GONZALO CLAVIJO - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of ADVANCED PHARMACY CARE OF FLORIDA, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for ADVANCED PHARMACY CARE OF FLORIDA, INC.



GONZALO CLAVIJO - Registered Agent

State Of FLORIDA

County Of DADE

On August 15, 1995, GONZALO CLAVIJO, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of ADVANCED PHARMACY CARE OF FLORIDA, INC.

Articles Of Incorporation Of ADVANCED PHARMACY CARE OF FLORIDA, INC.

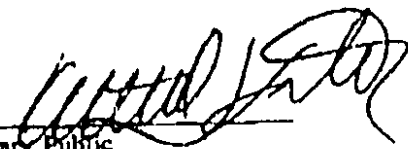
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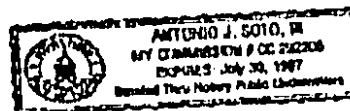
FAS-T CORPORATE AGENTS
3052200304

(305) 592-9591
ANTONIO J SOTO, III

P. 007
PAGE 07

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Notary Public



(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)

FILED
95 AUG 23 PM 4:56
TALLAHASSEE, FLORIDA

Articles Of Incorporation Of ADVANCED PHARMACY CARE OF FLORIDA, INC.

MARK W. KAY, P.A.
ATTORNEY AT LAW
7000 S.W. 62ND AVENUE
PENTHOUSE II
SOUTH MIAMI, FLORIDA 33143-9998

Dade (305)667-0475
Telefax (305)663-0799

April 22, 1997

Via UPS Overnight

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

800002204358--4
-06/06/97--01084--003
*****35.00 *****35.00

Attn: Amendments Division

Re: Advanced Pharmacy Care of Florida, Inc., a Florida corporation, filed August 23, 1995
under Charter #P95000065398 - Amendment to Articles of Incorporation

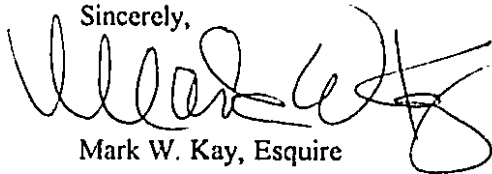
Gentlemen:

Attached please find fully executed and notarized original and one copy of Amendment to the captioned Articles of Incorporation, together with my client's check to your order in the amount of \$35.00 for the filing fee.

Kindly file the original and forward me an acknowledgment copy in the enclosed self-addressed, stamped envelope.

If there are any questions regarding the attached please call me collect.

Sincerely,



Mark W. Kay, Esquire

MWK/rp

cc: Gonzalo Clavijo, President

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DIVISION OF STATE
97 JUL -7 PM 2:25

Gonzalo Clavijo

744 JUL 7 1997

MARK W. KAY, P.A.
ATTORNEY AT LAW
7000 S.W. 62ND AVENUE
PENTHOUSE B
SOUTH MIAMI, FLORIDA 33143-9998

Dade (305)667-0475
Telefax (305)663-0799

June 27, 1997

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

Attn: Amendments Division

Re: Advanced Pharmacy Care of Florida, Inc., a Florida corporation, filed August 23, 1995
under Charter #P95000065398 - Amendment to Articles of Incorporation

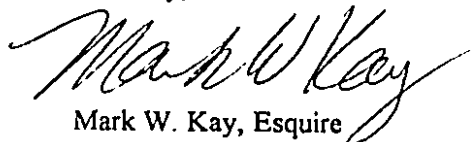
Gentlemen:

Replying to your letter of June 13, 1997, copy attached, enclosed please find executed original of Certified Corporate Resolution of the captioned Corporation, together with the original of the previously filed and returned "Amendment to Articles of Incorporation" of Advanced Pharmacy Care of Florida, Inc.

I trust the enclosed Resolutions meet the requirements of your letter, and, if so, kindly file the Amendment and forward me an acknowledgment copy.

Thanking you for your cooperation and assistance herein, I am,

Sincerely,


Mark W. Kay, Esquire

MWK/rp

cc: Gonzalo Clavijo, President



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
97 JUL -7 PM 12:41
DIVISION OF CORPORATIONS

June 13, 1997

MARK W. KAY, ESQ.
7000 S.W. 62ND AVENUE
PENTHOUSE B
SOUTH MIAMI, FL 33143-9998

SUBJECT: ADVANCED PHARMACY CARE OF FLORIDA, INC.
Ref. Number: P95000065398

We have received your document for ADVANCED PHARMACY CARE OF FLORIDA, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 397A00031960

AMENDMENT TO ARTICLES OF INCORPORATION
OF
ADVANCED PHARMACY CARE OF FLORIDA, INC.
A Florida Corporation filed August 23, 1995,
Charter #P95000065398

61 JUL - 7 PM 2:25
SECRET
FILED
JUL 1995

The Articles of Incorporation of ADVANCED PHARMACY CARE OF FLORIDA, INC. are hereby amended as of the first day of January, 1997 as follows:

(1) By changing the corporate name wherever said name appears in the Articles of Incorporation as follows:

Change of Corporate Name

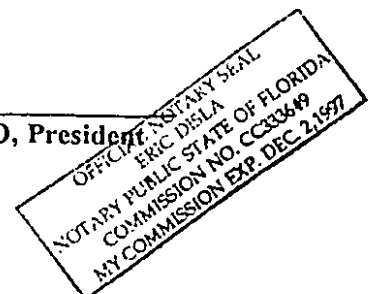
From: "ADVANCED PHARMACY CARE OF FLORIDA, INC."

To: "ADVANCED PHARMACY CARE, INC."

(2) Amend Article III of the Articles of Incorporation entitled "Purpose" by deleting the purpose stated therein and substituting:

"This Corporation has been organized for the primary purpose of engaging in all aspects of the business of pharmacy management, including consulting with and/or providing clinical pharmacy and management services to hospitals, clinics, ambulatory centers, nursing homes, managed care groups, medical insurance companies, home care organizations, and other health care providers; as well as engaging in the transaction of any and all other business activities permitted under the laws of the State of Florida and the United States of America."


GONZALO CLAVIJO, President

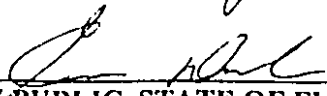


STATE OF FLORIDA)
)§
COUNTY OF BROWARD)

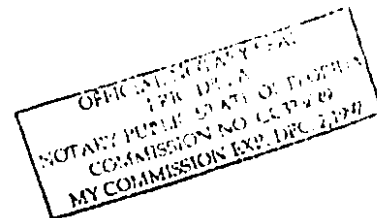
BEFORE ME, the undersigned authority, personally appeared GONZALO CLAVIJO, identified by his Florida drivers license, who, upon being duly sworn, stated that he executed the foregoing Amendment freely and voluntarily and for the uses therein expressed.

SWORN TO AND SUBSCRIBED before me this 3 day of June, 1997, at Pembroke Pines, Broward County, Florida.

Notary Stamp:



NOTARY PUBLIC, STATE OF FLORIDA



CERTIFIED CORPORATE RESOLUTION
of
ADVANCED PHARMACY CARE OF FLORIDA, INC.,
a Florida corporation

The undersigned does hereby certify that on June 3, 1997 at Pembroke Pines, Broward County, Florida a joint meeting of the Stockholders and Directors of Advanced Pharmacy Care of Florida, Inc. (the "CORPORATION") was held; in attendance was Gonzalo Clavijo, the sole Stockholder and Director of the Corporation, and upon motion duly made, seconded and carried the following resolution was unanimously adopted:

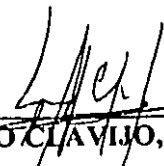
RESOLVED that the name of the Corporation be changed from "ADVANCED PHARMACY CARE OF FLORIDA, INC." to "ADVANCED PHARMACY CARE, INC." and that the Articles of Incorporation be amended to reflect such change of name, and,

RESOLVED that Article III of the Articles of Incorporation of Advanced Pharmacy Care of Florida, Inc. entitled "Purpose" is amended by deleting the purpose stated therein and substituting:

"This Corporation has been organized for the primary purpose of engaging in all aspects of the business of pharmacy management, including consulting with and/or providing clinical pharmacy and management services to hospitals, clinics, ambulatory centers, nursing homes, managed care groups, medical insurance companies, home care organizations, and other health care providers; as well as engaging in the transaction of any and all other business activities permitted under the laws of the State of Florida and the United States of America."

RESOLVED that the foregoing amendments are to take effect as of the first day of January, 1997 and that Gonzalo Clavijo, the President of the Corporation, be and he is hereby authorized and directed to prepare and file with the Florida Department of State an Amendment to the Articles of Incorporation consistent with the foregoing resolutions, and he is further authorized and directed to implement the foregoing resolutions, all as of January 1, 1997.

I hereby certify that the foregoing are true and correct copies of the resolutions unanimously adopted by Advanced Pharmacy Care of Florida, Inc. at a joint meeting of the Stockholders and Directors held on June 3, 1997 and that same are in full force and effect.



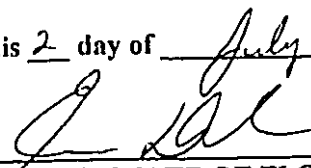
GONZALO CLAVIJO, President

STATE OF FLORIDA)
)§
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared **GONZALO CLAVIJO**, identified by his Florida drivers license, who, upon being duly sworn, stated that he executed the foregoing Certified Corporate Resolution freely and voluntarily and for the uses therein expressed.

SWORN TO AND SUBSCRIBED before me this 2 day of July, 1997, at Pembroke Pines, Broward County, Florida.

Notary Stamp:



NOTARY PUBLIC, STATE OF FLORIDA

