

P95000065398

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

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

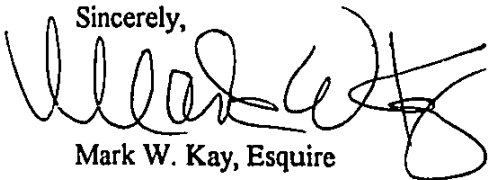
Gentlemen:

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUL -7 PM 2:25

*Amend nc*

7 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

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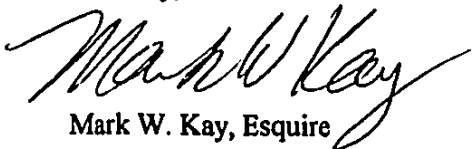
Gentlemen:

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**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
91 JUL - 7 PM 2:25

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

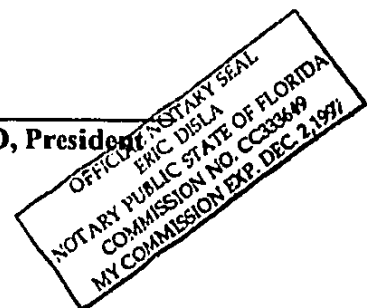
From: "ADVANCED PHARMACY CARE OF FLORIDA, INC."

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**



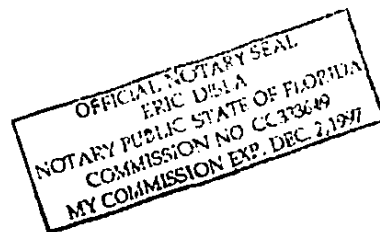
STATE OF FLORIDA     )  
                                  )§  
COUNTY OF BROWARD )

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

