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Lawrence S. Klitzman

Attorney at Law

U. S. M. Faxation

August 24, 1995

Via Airborne Express - #5485570926

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RECEIVED
08/25/95 10:00 AM
****122.50 ****122.50

Re: Articles of Incorporation for *Pharmacy Providers, Inc.*

Dear Sir or Madam:

I am enclosing herewith:


1. Lawrence S. Klitzman, P.A. Account Check No.2305 in the sum of \$122.50 in payment of the filing fees for the enclosed Articles of Incorporation.
2. Two fully executed copies of the Articles of Incorporation for *Pharmacy Providers, Inc.*

Please process these documents so that the Articles of Incorporation are properly filed in the State of Florida and return one certified copy to the undersigned as soon as possible.

If you have any questions or require further information, I would sincerely appreciate your calling me collect before you return any documents.

Thank you for your prompt attention and cooperation.

Sincerely,



Lawrence S. Klitzman

Enclosures

hgs:/clients/atkind/SECTSTAT.824

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 AUG 25 PM 4:02

WJW 8/29/95

**ARTICLES OF INCORPORATION
OF
PHARMACY PROVIDERS, INC.**

2014 JUL 25 PM 4:02
FILED
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is *Pharmacy Providers, Inc.*

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$10.00 par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This corporation shall commence its existence on the date of incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - INCORPORATOR

The name and address of the initial incorporator and subscriber hereto is as follows:

Lawrence S. Klitzman 2665 S. Bayshore Drive, M103 Coconut Grove, FL 33133

ARTICLE VII - INITIAL BOARD OF DIRECTORS

There shall be at least one (1) member of the Board of Directors of the corporation. The names and addresses of the parties which are to serve as director(s) until the next election are as follows:

Leon Atkind 2200 S. Ocean Lane, #2110 Ft. Lauderdale, FL 33316

The Board of Directors shall serve for a term of one (1) year, and shall be responsible for electing the officers of the corporation. The officers of the corporation shall consist of a President and a Secretary, and such other offices as the Board of Directors may from time to time determine is appropriate in order to carry out the activities of the corporation.

ARTICLE VII - OFFICERS

The duties of the officers of the corporation shall be fixed in the By-Laws. Officers shall be elected annually. Officers of the corporation until the next election are as follows:

Leon Atkind
President and Secretary

ARTICLE IX - INITIAL PRINCIPAL PLACE OF BUSINESS

The street address for the initial place of business is: 1100 N.E. 50th Court, Oakland Park, Broward County, Florida 33334.

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and name of the initial registered agent of this corporation is:

Lawrence S. Klitzman

2665 S. Bayshore Drive, M103

Coconut Grove, FL 33133

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 23rd day of August, 1995.


LAWRENCE S. KLITZMAN, SUBSCRIBER

AUG 25 PM 02

STATE OF FLORIDA

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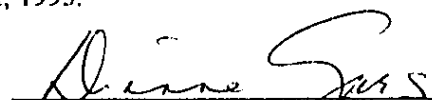
SS:

COUNTY OF DADE

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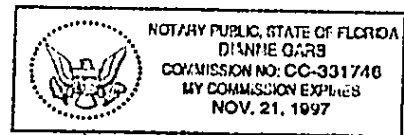
BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared LAWRENCE S. KLITZMAN, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 23rd day of August, 1995.


NOTARY PUBLIC, STATE OF FLORIDA

Commission Stamp, Seal or Expiration Date:

ACCEPTANCE OF REGISTERED AGENT



Having been named to accept service of process for the above-stated corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, to wit: Section 607.034 and 607.037 of the Florida Statutes.

DATED: 8-23-95


LAWRENCE S. KLITZMAN,
as REGISTERED AGENT

...atkindPHARMPRO.ART