

P96000001837

Phil Perry

POST OFFICE BOX 821008  
SOUTH FLORIDA, FLORIDA  
33082-1008

FILED  
JUL-2 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Division of Corporations  
Georgia Firestone Building  
409 East Gains Street  
Tallahassee, Florida  
32399

200001163100312  
-12/12/95--01030--001  
\*\*\*245.00 \*\*\*122.50

December 5, 1995

Ref: PharmacyAlert  
RxAlert

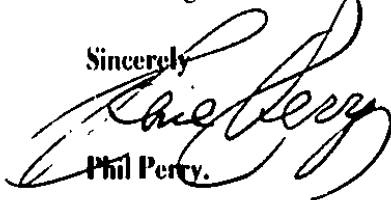
To Whom It May Concern:

Enclosed you find attached the certificates of incorporation for the two above corporations. Also attached is my check in the amount of ~~\$240.00~~ 245.00 to covers the filing fees for said corporations.

Would you please return said certification of incorporation to Post Office Box 821008, South Florida, Florida, zip 3382-1008.

Thanking You in advance.

Sincerely

  
Phil Perry.

1145-24429  
12/5/95  
0678  
00611  
00615  
00616  
00617  
00618



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Morthum**  
Secretary of State

December 15, 1995

**PHIL PERRY**  
POST OFFICE BOX 821008  
SOUTH FLORIDA, FL 33082-1008

**SUBJECT: PHARMACYALERT**  
Ref. Number: W95000024429

We have received your document for PHARMACYALERT and check(s) totaling \$245.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 487-6878.

**Terri Buckley**  
Corporate Specialist

Letter Number: 495A00054228

**Phil Perry**  
RxAlert  
Post Office Box 821008  
South Florida, Florida  
33082-1008

Terri Buckley  
Corporate Specialist  
Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida  
32314

Subject: PharmacyAlert Corp.  
Ref. Number: W95000024429

Dear Ms Buckley

Enclosed is the document for PharmacyAlert with the registered agent signature fixed to the registered agent as requested. I have also enclosed the copy of Rx Alert also for your convince. We sent to you two documents out for two different corporations for PharmacyAlert and the other was RxAlert.

I hope that you have the other document in your possession for the other Corporation.

Please return the corporation as soon as possible. Thank you in advance and have a happy new year.

Sincerely,

  
Phil Perry

CERTIFICATION OF INCORPORATION  
OF  
PHARMACYALERT *Corp.*

FILED  
66 JAN -2 PM 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, in order to form a corporation under the laws of the State of Florida, for the purposes hereinafter specified, do hereby subscribe to this Certificate of Incorporation.

I. The name of the corporation shall be: PHARMACYALERT *Corp.*

II. The general nature of the business shall be transacted by said corporation is as follows:

To buy, sell, rent exchange and generously deal in real properties, improved and unimproved, and interests in real properties including but not limited to options, purchase and sales agreements and leases thereon, and buildings of every class and description: to improve, manage, operate, sell, buy, mortgage, lease or otherwise acquire or dispose of any property, real or personal, and take mortgages and assignment of the mortgages upon the same: to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise: to enter into contracts to buy or sell any property, real or personal: to buy and sell mortgages, trust deeds, contracts, and evidences of indebtedness: to purchase or otherwise acquire, for the purpose of holding or disposing of the same real or personal property of every kind of description: to draw, make accept, endorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable obligations of the corporation, from time to time, for any of the objects or purposes of the corporation: to carry on all or any of its operations without restrictions or limit as to amount to purchase, acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description.

To engage in any activity or business permitted under the laws of the United States of America and of the State of Florida. To do all or any of the things necessary, suitable, useful, proper or admissibly for the accomplishment of any of the purpose of, or for the attainment of any of the objects or for the exercise of any of the powers herein set forth, whether specified or not, either alone or in connection with other firms, individuals or corporations, either in this State or throughout the United States, and elsewhere and to do any other act or acts thing or things incidental or pertinent to or connected with the business herein before described, or any part of parts thereof, if not inconsistent with the laws of the State under which this corporation is organized.

Page 1 of 3

III. The maximum number of shares of stock which this corporation

is authorized to have outstanding at any time is one thousand (0,000) shares of common stock of the par value of \$0.00 per share.

IV. The existence of this corporation shall be perpetual.

V. The county in which the principle office of this corporation shall be located is in the County of Broward, State of Florida. The post office address of the principle office of this corporation is: Suite 204, Biscayne Building, 19 West Flagler Street, Miami, Florida, 33130

VI. The number of directors comprising the Board of Directors of this corporation shall be ( 3 ).

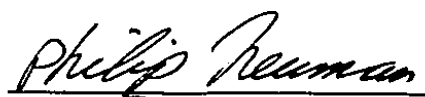
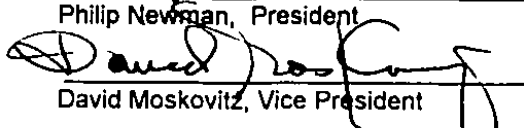
VII. The name and street address of the first Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the By-Laws of this corporation and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and qualified are as follows:

David Moskovitz, Post Office Box 821008, South Florida, Florida, 33082-1008  
Philip Newman, Post Office Box 821008, South Florida, Florida, 33082-1008  
Philip Perry, Post Office Box 821008, South Florida, Florida, 33082-1008

VIII. The names and street addresses of each subscriber to this Certificate of Incorporation and the number of shares which they agree to take are as follows:

NAME	ADDRESS	NUMBER OF SHARES
David Moskovitz,	3000 Post Office Box 821008, South Florida, Florida, 33082-1008	
Philip Newman,	3000 Post Office Box 821008, South Florida, Florida, 33082-1008	
Philip Perry,	3000 Post Office Box 8210008, South Florida, Florida, 33082-1008	

IX. The names and street addresses of the officers of this corporation who shall hold office for the first year of the corporation's existence or until their successors are elected and qualified are as follows:

  
Philip Newman, President  
  
David Moskovitz, Vice President

Philip Perry  
Philip Perry, Treasurer

X. The amount of capital with which this corporation shall begin business is the sum of Nine Thousand Dollars (\$9,000.00).

XI. The Resident Agent is Philip Newman. The Principle offices of the corporation are at Suite 204, Biscayne Building, 19 West Flagler Street, Miami, Florida, 33130

IN WITNESS WHEREOF, I have hereunto set my hands and seal this 20 day of November, 1995.

Philip Newman

(Seal)

STATE OF FLORIDA COUNTY OF ~~DADE~~ BROWARD  
BEFORE ME, the undersigned authority, personally appeared DAVID MUSKOVITZ  
Philip Newman and Philip Perry, to me  
well known to be the persons described and herein and who executed the foregoing

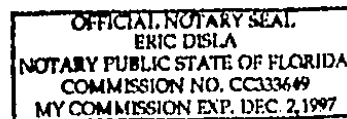
Certificate of Incorporation, and they did then and there acknowledge before me that they executed the same freely and voluntarily for the uses and purposes therein expressed.

Notary:

Eric Disla

My Commission expires:

12/2/97



FILED  
95 JAN -2 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P96000001837

LAW OFFICES  
**PAUL M. MARMISH, P.A.**  
2666 TIGERTAIL AVENUE  
SUITE 102  
COCONUT GROVE, FLORIDA 33133  
(305) 858-2097  
FAX (305) 858-2624

June 13, 1996

Secretary of State  
Division of Corporation  
409 East Gaines Street  
Tallahassee, FL 32399

40000185314  
-06/19/96--01099--007  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

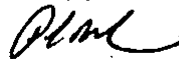
Re: Articles of Dissolution for  
PHARMACYALERT CORP.

Ladies and Gentlemen:

Please find enclosed herewith duplicate executed originals of the Articles of Dissolution of Pharmacyalert Corp., together with our firm check payable to your order in the amount of \$35.00, which represents the filing fee for said Articles of Dissolution.

Your courtesy and cooperation in this regard is most appreciated.

Sincerely yours,



PAUL M. MARMISH  
For the Firm

PMM/rmr  
Enclosure

SH 21  
Diss -

FILED  
96 JUN 17 AM 9:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION  
OF  
PHARMACYALERT CORP.

FILED  
96 JUN 17 AM 9:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IT IS HEREBY CERTIFIED THAT:

1. The name of the Corporation is PHARMACYALERT CORP.
2. The Corporation has made adequate provisions for the discharge of all its obligations.
3. There is no remaining property of PHARMACYALERT CORP. to be distributed to the shareholders in accordance with their respective rights and interests.
4. Adequate provisions were made to satisfy any judgment or order or decree which may be entered against the Corporation in pending actions of which there are none.
5. The dissolution of the Corporation was authorized by the unanimous vote of the Directors and Shareholders of the Corporation at a Special Joint Meeting held on the 13<sup>th</sup> day of June, 1996, at 2666 Tigertail Avenue, Suite 102, Coconut Grove, FL 33133, held pursuant to a duly noticed meeting that notice of which was sent by certified mail to all the Directors and Shareholders.
6. Attached is a true copy of the Resolution authorizing the dissolution of the Corporation as adopted by the Directors and Shareholders of the Corporation.
7. All Officers and Directors of the Corporation and their addresses are as follows:

Philip Newman, President &  
Director

1561 SW 151st Avenue  
Pembroke Pines, FL 33027



David Moskowitz, Vice  
President & Director

1514 SW 149<sup>th</sup> Avenue  
Pembroke Pines, FL 33027

Philip Perry, Treasurer  
& Director

15625 SW 16<sup>th</sup> Street  
Pembroke Pines, FL 33027

Dated: June 13, 1996.

Philip Newman  
PHILIP NEWMAN, President and  
Secretary

CORP

1996

STOCKHOLDERS:

Philip Newman  
PHILIP NEWMAN

David Moskowitz  
DAVID MOSKOVITZ

Philip Perry  
PHILIP PERRY

STATE OF FLORIDA)

) ss:

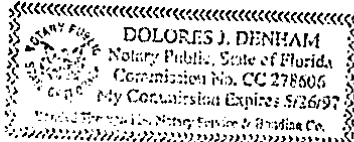
COUNTY OF DADE )

Personally appeared before me this 13th day of June, 1996, PHILIP NEWMAN, as President, Secretary, and a Stockholder of PHARMACYALERT CORP., to me well known and known to be the person who executed and signed the foregoing Articles of Dissolution, who acknowledged before me that he, as such officer and stockholder, being duly authorized to do so, acknowledged the foregoing Articles of Dissolution for the uses and purposes therein expressed, and who produced a Florida Driver's license as identification..

IN WITNESS WHEREOF, I have hereunto set my hand and seal, at Miami, Dade County, Florida this 13th day of June, 1996.

Dolores J. Denham  
NOTARY PUBLIC STATE OF  
FLORIDA

My Commission Expires:



STATE OF FLORIDA)

) ss:

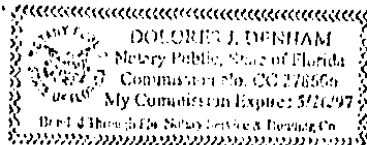
COUNTY OF DADE )

Personally appeared before me this 13th day of June, 1996, DAVID MOSKOVITZ as a Stockholder of PHARMACYALERT CORP., to me well known and known to be the person who executed and signed the foregoing Articles of Dissolution, who acknowledged before me that he, as such stockholder, being duly authorized to do so, acknowledged the foregoing Articles of Dissolution for the uses and purposes therein expressed and who produced a Florida Driver's License as identification..

IN WITNESS WHEREOF, I have hereunto set my hand and seal, at Miami, Dade County, Florida this 13th day of June, 1996.

  
NOTARY PUBLIC STATE OF  
FLORIDA

My Commission Expires:



STATE OF FLORIDA)

) ss:

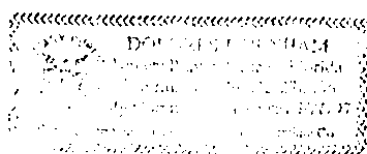
COUNTY OF DADE )

Personally appeared before me this 13<sup>th</sup> day of June, 1996, PHILIP PERRY, as a Stockholder of PHARMACYALERT CORP., to me well known and known to be the person who executed and signed the foregoing Articles of Dissolution, who acknowledged before me that he, as such stockholder, being duly authorized to do so, acknowledged the foregoing Articles of Dissolution for the uses and purposes therein expressed and who produced a Florida Driver's License as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, at Miami, Dade County, Florida this 13th day of June, 1996.

  
NOTARY PUBLIC STATE OF  
FLORIDA

My Commission Expires:



### RESOLUTION

WHEREAS, the Shareholders of this Corporation hereby consent to the dissolution of this Corporation; and

WHEREAS, both the Board of Directors and the Shareholders of this Corporation believe it is in the best interest of the Corporation and the Shareholders thereof to dissolve the Corporation; and

WHEREAS, this Corporation is to be voluntarily dissolved pursuant to the provisions of the Florida Business Corporation Act; and

WHEREAS, it is now desired that a plan be effected for the complete liquidation of this Corporation on or prior to June 13, 1996.

NOW, THEREFORE, BE IT RESOLVED, that the following plan for complete liquidation of this Corporation on or prior to June 13, 1996, be and is hereby adopted:

1. The Corporation shall forthwith cease to carry on its business except insofar as may be necessary for the winding up thereof; and
2. This Corporation shall immediately cause notice of its dissolution to be mailed to each known creditor of and claimant against the Corporation; and
3. The assets and property of this Corporation, if any, subject to its liabilities, shall be assigned and conveyed to the Shareholders of this Corporation upon such Shareholders agreeing to assume and pay said liabilities and surrendering for cancellation the certificates representing all of the outstanding shares of stock of the Corporation; and the proper officers of this Corporation shall execute, endorse, and deliver all assignments, powers, deeds, bills of sale and documents of conveyance to effect such conveyance to the Shareholders; and
4. Upon such conveyance and assumption, this Corporation shall be dissolved and the proper officers of this Corporation shall file with the Secretary of State of the State of Florida the appropriate Articles of Dissolution pursuant to the provisions of the Florida Business Corporation Act, and such other documents as may be required under the laws of Florida or of the United States as in such case may be provided.