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NAME: RAVINE RX, INC.

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Prepared by: Robin Lukacs  
Florida Bar No.: 521787  
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P. 02/05

## **Articles of Incorporation for Ravine RX, Inc.**

The undersigned natural person, as incorporator for the purpose of forming a Corporation for profit under the provisions of Chapter 607, Florida General Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

### **Article I Name of Corporation**

The name of this corporation shall be Ravine RX, Inc.

### **Article II Purposes**

The general nature of the business to be transacted by this corporation is to engage in every aspect and phase of the business of a pharmacy, and any activities or business permitted under the laws of the United States and Florida.

### **Article III Capital Stock**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1000 shares of common stock at \$1.00 per share par value.

The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

Each shareholder shall have the first right to purchase shares (and securities convertible into shares) of any class, or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights.

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#### **Article IV Duration**

This corporation shall have perpetual existence.

#### **Article V Board of Directors**

The corporation shall have a Board of Directors consisting of at least one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Shareholders but shall never be less than one. The name and address of the initial Directors of this corporation are:

**Rafael P. Perez**  
4511 Alhambra Circle  
Coral Gables, Florida 33146

**Howard Levine**  
212 Southwest 12 Avenue  
Miami, Florida 33130

#### **Article VI Informal Shareholder Action**

Any action that may be taken at a Shareholder's meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the Shareholders entitled to vote upon such action and filed with the Secretary of the corporation as part of the corporate records.

#### **Article VII Informal Director Action**

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

#### **Article VIII Indemnification**

The corporation may indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation.



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### **Article IX Bylaw Amendment**

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors provided that such amendment be in compliance with the laws of Florida governing a Corporation.

### **Article X Registered Agent**

The address of this corporation's initial registered office and the designated initial registered agent at said address is as follows:

**Rafael P. Perez  
7400 North Kendall Drive, Suite 100  
Miami, Florida 33156**

### **Article XI Incorporator**

The name and address of the Incorporator is as follows:

**Rafael P. Perez  
4511 Alhambra Circle  
Coral Gables, Florida 33146**

### **Article XII Corporate Address**

The mailing address of the corporation is as follows:

**7400 North Kendall Drive, Suite 100  
Miami, Florida 33156**

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, on FEBRUARY 27, 1996.

  
\_\_\_\_\_  
Rafael P. Perez, Incorporator

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**IN WITNESS WHEREOF**, the undersigned hereby accepts the appointment of Registered Agent, and states that it is familiar with, and accepts the obligations provided for in Section 607.0505 Florida Statutes.

  
Rafael P. Perez

STATE OF FLORIDA     )  
                                  )SS  
COUNTY OF DADE     )

The preceding or attached instrument was acknowledged before me on FEBRUARY 27, 1996,  
by RAFAEL P. PEREZ


He is personally known to me or has produced \_\_\_\_\_

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as identification and did not take an oath

OFFICIAL NOTARY SEAL  
MARCELA ANGULO  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC307275  
MY COMMISSION EXP. AUG. 10, 1997

Place notary seal and commission expiration stamp above this line.

  
Signature of Notary Public  
MARCELA ANGULO  
Print or Type Name of Notary Public

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