

D96000065533
LAW OFFICES
McFARLAIN, WILEY, CASSIDY & JONES
PROFESSIONAL ASSOCIATION

CHRISTOPHER HARRIS
MARSHALL H. CASSIDY
ROQUELLO J. PONTELA
J. ROBERT WHIFFIN
DOUGLAS P. JONES
HAROLD H. MAIDENBOROUGH, JR.
RICHARD C. McFARLAIN
LINDA McMULLEN
ROBERT A. McNEELY
CHARLES A. STAMPELOS
H. DARRELL WHITE, JR.
WILLIAM H. WILEY

215 SOUTH MONROE STREET, SUITE 200
POST OFFICE BOX 2174
TALLAHASSEE, FLORIDA 32310-2174

TELEPHONE (904) 888-2107
TELECOPIER (904) 888-8470

August 6, 1996

VIA HAND DELIVERY

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

500001914285
-08/06/96--01137--008
*****78.75 *****78.75

Re: U.S.A. Pharmacy of Florida, Inc.

Ladies/Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation and Resident Agent Designation for U.S.A. Pharmacy of Florida, Inc., along with our firm check in the amount of \$78.75 (representing your fees for filing the Articles and Resident Agent Designation and issuance of a Certificate). Please return a stamped copy of the Articles along with the Certificate.

As our offices are located here in Tallahassee, we would like to pick up these documents and would most appreciate it if you would telephone my office at the above number when they are ready.

Thank you very much for your assistance.

Sincerely,

Charles A. Stampelos

Charles A. Stampelos

CAS/ca
Enclosures (as noted)

D. BROWN AUG - 6 1996

**ARTICLES OF INCORPORATION
OF
U.S.A. PHARMACY OF FLORIDA, INC.**

FILED
96 AUG -6 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be: **U.S.A. PHARMACY OF FLORIDA, INC.**

ARTICLE II

DURATION

The duration of the corporation shall be perpetual.

ARTICLE III

INITIAL PRINCIPAL OFFICE

The street address and mailing address of the initial principal office of this corporation is 16910 Dallas Parkway, Suite 200, Dallas, Texas 75248.

ARTICLE IV

PURPOSE

The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act. The corporation shall be authorized to conduct its business or hold property in any part of the United States and its possessions and foreign countries.

ARTICLE V

SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock, each having the par value of one dollar (\$1.00).

ARTICLE VI

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: Charles A. Stampelos, 215 S. Monroe Street, Suite 600, Tallahassee, Florida 32301.

ARTICLE VII

INCORPORATOR

The name and street addresses of the sole incorporator to these Articles of Incorporation is as follows:

Charles A. Stampelos
215 S. Monroe Street
Suite 600
Tallahassee, Florida 32301

THE UNDERSIGNED incorporator has executed these Articles of Incorporation this 6th day of August, 1996.



CHARLES A. STAMPELOS, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida,

1. The name of the corporation is: **U.S.A. PHARMACY OF FLORIDA, INC.**
2. The name and address of the registered agent and office is:

Charles A. Stampelos
215 S. Monroe Street
Suite 600
Tallahassee, Florida 32301

FILED
95 JUN -6 PM 2:11
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Charles A. Stampelos
Signature of Registered Agent,
CHARLES A. STAMPELOS

Date: 5-6-96

LAW OFFICES
McFARLAIN, WILEY, CASSEDY & JONES
PROFESSIONAL ASSOCIATION

CHRISTOPHER BARKAD
MARSHALL R. CASSEDY
ROSELIO FONTULA
DOUGLAS P. JONES
HAROLD R. MARSHBROUGH, JR.
RICHARD O. McFARLAIN
LINDA McMULLEN
ROBERT A. McNEELY
THOMAS J. SCHULTE, JR.
CHARLES A. STAMPELOS
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TALLAHASSEE, FLORIDA 32310-2174

TELEPHONE (850) 222-2107
TELECOPIER (850) 222-8478

e-mail: firm @ mcfarlin.com

P96000065533

August 8, 1997

VIA HAND DELIVERY

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

000002261640--3
-08/08/97--01077--006
*****35.00 *****35.00

Re: Change of Resident Agent

Palmetto Sub-Acute Care, Inc.
U.S.A. Pharmacy of Florida, Inc.

Ladies/Gentlemen:

Please file the enclosed Statements of Change of Resident Agent for the two corporations listed above and return a date-stamped copy. Payment for the appropriate filing fees is also enclosed.

We would appreciate it if we could have the date-stamped copies showing the filing of these forms and your letters of acknowledgment today. Please call Carol Allen at 222-2107 when these are ready and we will arrange to pick them up.

Thank you for any assistance you can render with this request.

Sincerely,

Carol Allen

Carol Allen

CA/
Enclosures

8/8

John P.A. Change

RECEIVED
97 AUG -8 PM 2:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: U.S.A. Pharmacy of Florida, Inc.

1b. The mailing address of the corporation is: 16910 Dallas Parkway,
Suite 200, Dallas, Texas 75248

1c. Date of incorporation: August 6, 1996 Document number: P96000065533

2. The name and address of the current registered agent and office:

Charles A. Stampelos
215 S. Monroe St.; Suite 600
Tallahassee, Florida 32301

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

H. Darrell White, Jr.
215 S. Monroe St.; Suite 600
Tallahassee, Florida 32301

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Irving D. Chaves
(Signature of an officer, chairman or vice chairman of the board)

August 5, 1997

(Date)

Irving D. Chaves, Chairman

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

H. Darrell White, Jr.
(Signature of Registered Agent)

8-8-97
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

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