

P96000088376

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January 15, 1997

**FEDERAL EXPRESS**

Division of Corporations  
Florida Department of State  
P.O. Box 6327  
409 East Gaines Street  
Tallahassee, Florida 32399

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\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: American Family Pharmacy Franchise  
Company, Inc.  
Doc # P96000088376

Dear Sir or Madam:

Enclosed for filing in your office are Articles of Amendment to the Articles of Incorporation for the above referenced Florida domestic corporation. Please return a certified copy of the Articles of Amendment to me. I have enclosed a self-addressed envelope for your convenience.

I have also enclosed our firm's check in the amount of \$87.50 for payment of the filing fee and the certified copy.

Please contact the undersigned if you have any questions.

Very truly yours,

*Kathleen M. Franklin*

Kathleen M. Franklin  
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KMF/tll  
Enclosures  
334\florida.dos

Amend

VS JAN 24 1997

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
AMERICAN FAMILY PHARMACY  
FRANCHISE COMPANY, INC.**

**FILED**  
97 JAN 16 AM 11:57  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, American Family Pharmacy Franchise Company, Inc. ("Corporation"), a Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

**FIRST:** Text of Amendment(s) adopted:

Article "4" of the Articles of Incorporation is amended to change and reclassify the Corporation's presently authorized capital stock from 1000 shares, all without par value and of one class, into 1000 shares, consisting of 500 Class A common shares and 500 Class B common shares. To accomplish the foregoing, Article "4" of the Articles of Incorporation setting forth the amount of capital stock, its par value, and the relative rights and preferences of the different classes thereof is amended to read as follows:

"4. The aggregate number of shares which the Corporation shall have the authority to issue shall be 1000 shares. The shares shall be divided into two classes: 500 shares shall be designated as Class A common stock, no par value and 500 shares shall be designated as Class B common stock, no par value. The designations, relative rights, preferences and limitations of the Class A Common and Class B Common stock shall be identical except that the holders of shares of the Class A Common stock shall be entitled to vote on all matters at all meetings of the shareholders of the Corporation, and shall be entitled to one vote for each share of the common stock held of record as of the date of such meeting and the holders of Class B Common stock shall not be entitled to vote on any matters at any meetings of the shareholders of the Corporation, or be entitled to any notice of meeting of Shareholders, except as otherwise required by law.

The number of shares of common stock presently issued and outstanding is ten (10). Each issued and outstanding share shall be automatically converted into


ten (10) shares of Class A common stock at the rate of ten (10) shares of Class A common stock for each share of common stock currently issued, upon the filing of these Articles of Incorporation.

The holder of the currently issued common stock shall surrender the certificate for such shares at the principal office of the Corporation. The Corporation shall issue and deliver to such holder a certificate for one hundred (100) shares of the Corporation's Class A common stock."

**SECOND:** The date of the adoption of the foregoing amendment is January 15, 1997.

**THIRD:** The foregoing amendment was approved by the unanimous consent of the shareholders in accordance with the provisions of Section 607.0704, Florida Statutes.

Signed this 15th day of  
January, 1997

  
Name: William F. Duker  
Title: Vice Chairman of the  
Board of Directors