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Admitted  
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P97000019012  
February 19, 1997

State of Florida  
Department of State  
Division of Corporations  
Attn: New Filings Section  
P.O. Box 6327  
Tallahassee, FL 34314

800002095178--8  
-02/24/97-01030--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Incorporation of Affordable Pharmaceutical  
Destruction, Inc.


Dear Sir or Madam:

Enclosed is an original and one copy of a certificate of incorporation for filing by your Department. Also enclosed is my check for \$70.00 for filing fees.

Please call me if there is any problem with filing this certificate of incorporation. In addition, any correspondence regarding the filing the certificate of incorporation should be addressed to the undersigned.

Thank you for your cooperation.

Sincerely,



Robert G. Gargiulo

FILED  
97 FEB 24 PM 2:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
2-20-97

encl 3

Dmg  
2-27-97

**ARTICLES OF INCORPORATION  
OF  
AFFORDABLE PHARMACEUTICAL DESTRUCTION, INC.**

**FILED**

97 FEB 24 PM 2:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, Incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the Laws of the State Of Florida.

**ARTICLE I**

The name of the Corporation shall be AFFORDABLE PHARMACEUTICAL DESTRUCTION, INC.

**EFFECTIVE DATE**

2-20-97

**ARTICLE II**

The principal place of business and mailing address of the Corporation is Suite C - 16, 4301 32nd Street West, Bradenton, Florida 34205.

**ARTICLE III**

The maximum number of shares of stock that this Corporation is authorized to have outstanding is one hundred thousand (100,000) shares of one class of common stock having no par value.

**ARTICLE IV**

The name and address of the initial registered agent is:

Mark S. Moyer  
Suite C - 16  
4301 32nd Street West  
Bradenton, Florida 34205

The Board of Directors may from time to time move the office of the registered agent to any other address in the State of Florida.

**ARTICLE V**

The name and address of the incorporator to these Articles of Incorporation is:

Mark S. Moyer  
Suite C - 16  
4301 32nd Street West  
Bradenton, Florida 34205

#### **ARTICLE VI**

The general nature of the business to be transacted by this Corporation is: To collect all types of pharmaceutical products for destruction, return to manufacturer, or other type of legal disposal ; and, to engage in any and all other business purposes not prohibited by the Laws of the State of Florida.

#### **ARTICLE VII**

The amount of capital the Corporation will begin business is not less than one Thousand (\$1,000.00) Dollars.

#### **ARTICLE VIII**

This Corporation shall initially have one (1) director. The number of Directors may be increased or diminished from time to time according to the by-laws adopted by the Stockholders, but shall never be less than one (1).

#### **ARTICLE IX**

The name and address of the member of the initial Board of Directors is:

Mark S. Moyer  
Suite C - 16  
4301 32nd Street West  
Bradenton, Florida 34205

#### **ARTICLE X**

These Articles of Incorporation may be amended in any manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Board of Directors to the stockholders, and at a stockholders' meeting approved by a majority of stockholders entitled to vote thereon unless all Directors and all Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### **ARTICLE XI**

Each shareholder shall have preemptive rights only in the portion of the shares being issued or sold by the corporation from time to time in the proportion that the number of shares then held by the shareholder bears to the total number of shares then outstanding. Each shareholder shall also have, on an equal basis with other shareholders, preemptive rights on any shares being issued or sold which were not purchased by other shareholders holding preemptive rights.

## ARTICLE XII

This Corporation elects not to be governed by the provisions of Florida Statute 607.0901 dealing with affiliated transactions.

## ARTICLE XIII

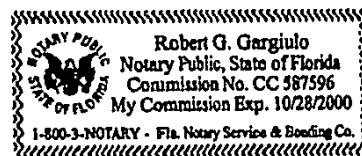
Pursuant to the provisions of Florida Statute 607.0203 this Corporation shall begin existence at 12:01 AM on February 20, 1997.

  
Mark S. Moyer, Incorporator

State of Florida )  
County of Manatee)

On the 19 day of February, 1997, before me personally appeared Mark S. Moyer, known to me to be the person whose name is subscribed to the within Articles of Incorporation, and acknowledged that he executed the same freely and voluntarily for the purposes therein contained. He is personally known to me or ~~has produced~~ \_\_\_\_\_ as identification and did (did not) take an oath.

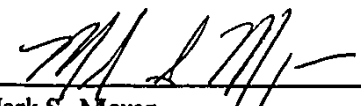




## ACCEPTANCE BY REGISTER AGENT

Have been named as registered agent and designated to accept service of process for the above 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 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.

Date: 2/19/97

  
Mark S. Moyer