

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

WALK IN

PICK UP

6/12/97



CERTIFIED COPY

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G.S.

PHOTO COPY

✓ FILING

Prof. +

1.) Professional Funding Corp.
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS

W97-13844
K.B. JUN 12 1997

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***131.25 ***131.25

RECEIVED
97 JUN 12 PM 2:34
DIVISION OF CORPORATION

"When you need ACCESS to the world"
CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 12, 1997

CORPORATE ACCESS, INC.
1116-D THOMASVILLE ROAD
MOUNT VERNON SQUARE
TALLAHASSEE, FL 32303

SUBJECT: PROFESSIONAL FUNDING CORP.
Ref. Number: W97000013844

We have received your document for PROFESSIONAL FUNDING CORP. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must include original signatures.

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) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 597A00031724

Corrected
6/17/97
CM
RECEIVED
97 JUN 17 PM 1:36

ARTICLES OF INCORPORATION

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

FILED
97 JUN 17 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

PROFESSIONAL FUNDING CORP.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

101 SUNNYTOWN RD., SUITE 302
CASSELBERRY, FLORIDA 32707

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ONE THOUSAND (1000)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

WILLIAM A. L. PIPER
101 SUNNYTOWN RD., SUITE 302
CASSELBERRY, FLORIDA 32707

ARTICLE V INCORPORATOR

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

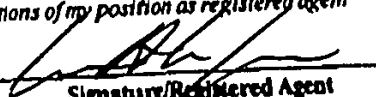
WILLIAM A. L. PIPER
101 SUNNYTOWN RD., SUITE 302
CASSELBERRY, FLORIDA 32707


Signature/Incorporator

6/10/97
Date

(An additional article must be added if an effective date is requested.)

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.


Signature/Registered Agent

6/10/97
Date





Brandon Law Office of
Jan Soeten, Jr.
& Associates, P.A.

June 11, 1997

DEPARTMENT OF STATE
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
6-10-97

300002213473--5
-06/16/97--01154--011
****122.50 ****122.50

RE: U.S. PHARMACO-OP, INC.

Dear Sir/Madam:

Enclosed herewith please find the following:

- (1) The original Articles of Incorporation for U.S. PHARMACO-OP, INC., a for-profit corporation formed under the Florida Business Corporation Act.
- (2) A Certificate of Designation of Registered Agent signed by the registered agent.
- (3) A copy of the Articles of Incorporation for certification.
- (4) A check in the amount of \$122.50, representing (a) filing fee in the sum of \$35.00; (b) registered agent fee in the sum of \$35.00; and (c) certified copy fee in the sum of \$52.50.

I kindly request that you file these Articles, certifying them as the Articles of Incorporation, and return a certified copy to me at the address listed below. Thank you for your attention, and I remain

Sincerely yours,

Jan Soeten, Jr.
JAN SOETEN, JR., ESQUIRE

JS:ds
Enclosures
cc: John Sandor

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
7 JUN 16 PM 2:53

John Sandor

RECEIVED
6-10-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 10 PM 2:57
ARTICLES OF INCORPORATION
OF
U.S. PHARMACO-OP, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, which provides for the formation, rights, privileges, immunities, and liabilities of corporations for profit, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is U.S. PHARMACO-OP, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of execution and acknowledgement of these Articles.

ARTICLE III - PURPOSE

The corporation may engage in any activity or business under the laws of the United States and the State of Florida's General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,000 shares of \$1.00 par value common stock, which should be designated "Common Shares."

ARTICLE V - CAPITAL

The amount of capital with which the corporation will begin business shall be \$100.00.

ARTICLE VI - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is 202 East Brandon Boulevard, Brandon, Florida 33511. The name and address of the initial registered agent of this corporation are JOHN SANDOR, 217 Laurelcrest Circle, Valrico, Florida 33594.

ARTICLE VII - DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by a majority vote of the stockholders, but it shall never be less than one (1).

ARTICLE VIII - NAMES AND ADDRESSES

The names and street addresses of the members of the first Board of Directors are as follows:

JOHN SANDOR	217 Laurelcrest Circle Valrico, Florida 33594
JOHN B. NORIEGA	1615 Thompson Road Lithia, Florida 33547
GYORGY BEDE	1136 Budapest V Hegedus Gy. U29B FSZT, Hungary

ARTICLE IX - INCORPORATORS

The name and address of the initial subscriber signing these Articles are as follows:

JOHN SANDOR	217 Laurelcrest Circle Valrico, Florida 33594
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ARTICLE X - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person in the amounts set opposite his name:

JOHN SANDOR	100 Shares
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Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all the shareholders and this corporation.

ARTICLE XII - ADOPTION OF BYLAWS

A special meeting of the subscribers or their assigns shall be held, upon the call of the president, for the purpose of completing the organization of the corporation and the adoption of the bylaws and the transaction of such other business as may come before the meeting.


ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XIV - TERMS OF ISSUING STOCK

Stock to be issued pursuant to these Articles of Incorporation shall be issued under the terms, provisions, and conditions of Section 1244 of the Internal Revenue Code.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal to these Articles of Incorporation on this 10th day of June, 1997.


JOHN SANDOR

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared JOHN SANDOR, who is personally known to me or has produced FLORIDA DRIVER'S LICENSE as identification, and who deposes and says that he is the individual described in and who executed the foregoing Articles of Incorporation for the purpose therein expressed.

WITNESS my hand and official seal in the above named County and State this 10th day of June, 1997.


NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires:



DEBORAH SCARFONE
MY COMMISSION # CC438028 EXPIRES
February 22, 1999
BONDED THRU TROY FARM INSURANCE, INC.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUL 16 PM 2:50

Pursuant to the provisions of Section 617.0501 of the Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent in the State of Florida.

1. The name of the corporation is:

U.S. PHARMACO-OP, INC.

and the address of the office of the corporation is:

**202 East Brandon Boulevard
Brandon, Florida 33511**

2. The name and address of the registered agent are:

**JOHN SANDOR
217 Laurencrest Circle
Valrico, Florida 33594**


SIGNATURE:


JOHN SANDOR

DATE: June 10, 1997

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.

SIGNATURE:


JOHN SANDOR

DATE: June 10, 1997