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Locklin & Jones, P.A.  
ATTORNEYS AT LAW

Jack Locklin, Jr.  
Board Certified Real Estate Lawyer  
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October 30, 1997

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Florida Department of State  
Division of Corporations  
P.O. Box 6327  
409 E. Gaines Street  
Tallahassee, FL 32314

RE: PRICE-MICHAEL PHARMACEUTICAL, INC.

Dear Sir:

Enclosed is an original and one executed copy of the Articles of Incorporation of PRICE-MICHAEL PHARMACEUTICAL, INC. and an original and one copy of an executed Certificate Designating the Resident Agent. Check in the amount of \$122.50 in payment of the following fees is also enclosed:

Filing Fee	\$35.00
Certificate Designating Resident Agent	35.00
Certified Copy	52.50
Total .....	<u>\$122.50</u>

Please file the original and certify and return the copy of the enclosed Articles of Incorporation.

Yours very truly,

LOCKLIN & JONES, P.A.

*Jack Locklin*  
Jack Locklin, Jr.

JL:jl  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV-3 PM 2:26

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DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION

OF

PRICE - MICHAEL PHARMACEUTICAL, INC.

ARTICLE I

The name of this corporation is: **PRICE - MICHAEL  
PHARMACEUTICAL, INC.**

ARTICLE II

The term of existence of the corporation is perpetual.

ARTICLE III

The purpose of this corporation is to buy and sell pharmaceutical drugs commercially and wholesale and any and all other lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V - PRE EMPTIVE RIGHTS

Each shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series of that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price of which it is offered to others.

ARTICLE VI - INITIAL REGISTERED  
OFFICE AND AGENT

The street address of the initial registered office of this corporation is 904 McClure Drive, Gulf Breeze, Florida 32561, and the name of the initial registered agent of this corporation at

that address is **Melvin Burklow**. The principal office is the same as the registered office.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three directors, initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Melvin A. Burklow	904 McClure Drive Gulf Breeze, FL 32561
Michael Paul Burklow	6221 Cardinal Drive Pinson, AL 35126
Thomas A. Price	3371 N. Broken Bow Drive Birmingham, AL 35242

#### ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is **Melvin Burklow**, 904 McClure Drive, Gulf Breeze, Florida 32561.

#### ARTICLE IX - BYLAWS

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

#### ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 30 day of October, 1997.

Melvin Burklow  
Melvin Burklow

STATE OF FLORIDA

COUNTY OF SANTA ROSA

BEFORE ME the undersigned Notary Public in and for the State of Florida at large, personally appeared **Melvin Burklow**, to me well known and known to me to be the individual described in or who presented \_\_\_\_\_ as identification, and who executed the foregoing Articles of Incorporation of **PRICE - MICHAEL PHARMACEUTICAL, INC.** and being duly sworn acknowledged that he executed the same for the uses and purposes therein expressed.

GIVEN under my hand and official seal this the 30 day of October, 1997.

Oscar Jackson Locklin Jr.  
Notary Public  
My commission expires: \_\_\_\_\_



OSCAR JACKSON LOCKLIN JR  
My Commission CC335576  
Expires Dec. 28, 1997

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV -3 PM 2:26

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

**Price - Michael Pharmaceutical, Inc.**, desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Gulf Breeze, Santa Rosa County, Florida, has named Melvin Burklow, 904 McClure Drive, Gulf Breeze, Florida 32561, as agent to accept service of process within the state.

Dated this the 30 day of October, 1997.

**PRICE - MICHAEL PHARMACEUTICAL, INC.**

BY:

Melvin A. Burklow  
(Melvin Burklow)

ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the act relative to keeping open an office.

Melvin Burklow  
Melvin Burklow