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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: ALLIANCE PHARMACY SERVICES, INC.

AUDIT NUMBER.....H98000016864

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION

OF

ALLIANCE PHARMACY SERVICES, INC.

ARTICLE I

The name of the corporation is:

ALLIANCE PHARMACY SERVICES, INC.

ARTICLE II

The principal office or mailing address of the corporation is:

12229 Southwest 53rd Street
Building 300, Suite 306
Cooper City, Florida 33330

ARTICLE III

The corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV

The maximum number of shares of capital stock that the corporation is authorized to issue is 7,500 shares of common stock at \$1.00 par value.

The holders of common stock shall have preemptive rights to purchase any shares of the corporation hereafter issued or any

Bruce J. Benenfeld, Esquire
7770 West Oakland Park Boulevard
Suite 100
Sunrise, FL 33351
(954) 747-6920
Florida Bar No. 217311

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securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for purchase, or otherwise acquire such shares.

ARTICLE V

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director of this corporation is:

DAVID M. KHAN
12229 Southwest 53rd Street
Building 300, Suite 306
Cooper City, Florida 33330

ARTICLE VI

The name and address of the person signing these Articles of Incorporation is:

BRUCE J. BENENFELD
7770 W. Oakland Park Boulevard
Suite 100
Sunrise, Florida 33351

ARTICLE VII

The corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VIII

The corporation shall indemnify any Officer, or any former Officer or Director, to the full extent permitted by Law.

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ARTICLE II

The Registered Agent of the corporation shall be BRUCE J. BENEFELD, ESQUIRE, whose registered office within this State is:

7770 W. Oakland Park Blvd.
Suite 100
Sunrise, Florida 33351

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 9th day of September, 1998.

Bruce J. Benefeld
BRUCE J. BENEFELD, ESQ.

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent for the above-named corporation, I hereby agree to accept the appointment.

Bruce J. Benefeld
BRUCE J. BENEFELD, ESQ.

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STATE OF FLORIDA }
COUNTY OF BROWARD } SS

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I HEREBY CERTIFY that BRUCE J. BENENFELD, this day acknowledged before me and that he executed the foregoing Articles of Incorporation, and I further certify that the said person making such acknowledgment to be the individual described in and who executed the said instrument. The person described herein is (X) personally known to me or () presented identification in the form of _____ and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in said County and State, this 9 day of September, 1998.


NOTARY PUBLIC, State of
Florida at Large

My Commission Expires:

khan\3010\art-inc



SUSAN JOY SMITH
My Commission CC518738
Expires Dec. 17, 1999

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