

The Law Offices of

KATZMAN & KORR

A Professional Association of Attorneys

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September 22, 1998

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-09/28/98--01049--022
***122.50 ***122.50

RE: Incorporation of PRESCRIPTION RECORDING SERVICES, INC.

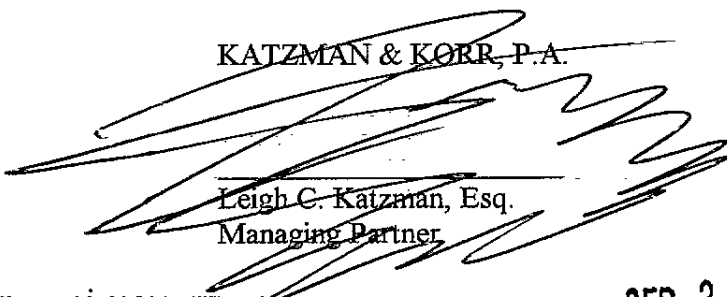
Dear Sir/Madam:

Enclosed please find the formal original Articles of Incorporation for the above-referenced company and a check in the amount of \$122.50 for filing fees and certification of same. Kindly expedite the filing of same and return a certified copy in the enclosed self addressed stamped envelope provided herein.

Thanking you for your prompt attention to this matter.

Sincerely,

KATZMAN & KORR, P.A.


Leigh C. Katzman, Esq.
Managing Partner

Enclosure

wp/general/clients/moshe/prs/ltrdos.1

SEP 29 1998

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



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ARTICLES OF INCORPORATION/SUB-CHAPTER S

OF

PRESCRIPTION RECORDING SERVICES, INC.

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

ARTICLE I

NAME OF CORPORATION

The name of the Sub Chapter-S Corporation shall be

PRESCRIPTION RECORDING SERVICES, INC.

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

10724 BUTTONWOOD LAKE DRIVE

BOCA RATON, FLORIDA 33498

The general purpose for which this Corporation is organized is to engage in any lawful activity or to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

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ARTICLE II
CAPITAL STOCK

The authorized capital stock of this corporation shall be **ONE HUNDRED (100)** shares of common stock at \$1.00 par value. The common stock shall be payable in cash, property or services at a just valuation to be fixed by the Board of Directors, if one so exists at a regular or a special meeting called for this purpose. No shareholder shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

No shareholder of this corporation may sell or transfer his shares in such corporation without first offering same to the corporation so that it may exercise its right of first refusal to purchase same upon identical terms as the proposed sale and purchase as detailed in writing by the seller and endorsed by the prospective buyer. In the event that the corporation does not desire to purchase the stock than any remaining present stockholders which do desire to purchase same shall pay equal amounts for the purchase of same and each obtain equal amounts of the purchased stock. Only in the event that the above criteria is satisfied and the corporation and individual stockholders both refuse to purchase the stock then and only then shall the sale of the stock to an outside party be permitted.

ARTICLE III
TERM OF EXISTENCE

The Sub Chapter-S corporation is to exist perpetually.

ARTICLE IV

OFFICERS AND DIRECTORS

The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successors are elected are:

DARRIN J. MOSHÉ - PRESIDENT

SCOTT T. LEWERT - VICE PRESIDENT

SCOTT T. LEWERT - SECRETARY

DARRIN J. MOSHÉ - TREASURER

**Darrin J. Moshé - President
10724 Buttonwood Lake Drive
Boca Raton, Florida 33498**

**Scott T. Lewert - Vice President
4659 Barrett Street
Delray Beach, Florida 33445**

**Scott T. Lewert - Secretary
4659 Barrett Street
Delray Beach, Florida 33445**

**Darrin J. Moshé - Treasurer
10724 Buttonwood Lake Drive
Boca Raton, Florida 33498**

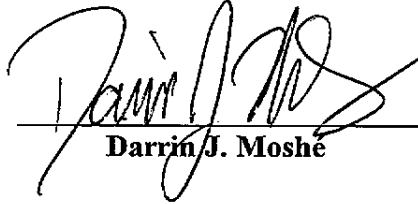
ARTICLE VI

INCORPORATORS

The name and address of the incorporator is:

**Darrin J. Moshé - President & Treasurer
10724 Buttonwood Lake Drive
Boca Raton, Florida 33498**

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9 day of September, 1998.


Darrin J. Moshe

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **Darrin J. Moshé**, to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation and who acknowledged that he executed the foregoing Articles of Incorporation for the purposes set forth therein.

Witness my hand and official seal in the County and State named above this _____ day of _____, 1998.

Notary Public, State of New York

My Commission Expires:

CERTIFICATE DESIGNATING REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

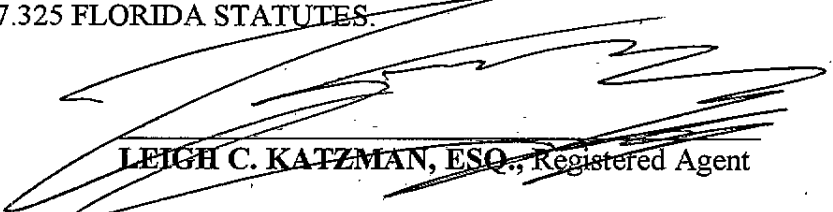
1. The name of the Sub Chapter-S corporation is:

PRESCRIPTION RECORDING SERVICES, INC.

2. The name and address of the registered agent and office is:

**LEIGH C. KATZMAN, ESQ.
1100 SOUTH STATE ROAD SEVEN
SUITE # 102
MARGATE, FLORIDA 33068**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.


LEIGH C. KATZMAN, ESQ., Registered Agent

9/9/98
DATE

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98 SEP 28 AM 11:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA