



**LAW OFFICE OF
TIMOTHY C. SCHULER**

7843 Seminole Boulevard
Seminole, Florida 33772

PHONE (727) 398-0011
FAX (727) 393-5458

9800085225

October 1, 1998

Secretary of State
Division of Corporations
New Filing Section
P. O. Box 6327
Tallahassee, FL 32314

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*****70.00 *****70.00

Re: Earl Soule', P.A.
TCS File No: 98-1484

EFFECTIVE DATE
1-1-99

Dear Sir or Madam:

Enclosed are duplicate executed Articles of Incorporation for the above-referenced corporation. Both Articles have been executed and acknowledged by the Incorporator and Registered Agent in the same manner.

Please endorse your approval of the Articles and return one of the copies to me with the filing information. Our check in the amount of \$70.00 is also enclosed for filing and registered agent fees.

Sincerely,

Timothy C. Schuler

TCS/lm
cc: client
Enclosures

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ARTICLES OF INCORPORATION

OF

EARL SOULE', P.A.

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is EARL SOULE', P.A., and its principal office or mailing address is: 7101 - 34th Avenue North, St. Petersburg, Florida 33710.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of January 1, 1999.

ARTICLE 3: PURPOSE

This Corporation is organized for the following purposes:

(a) To engage in every aspect of the pharmaceutical practice and all of its fields of specialization as are engaged in by pharmacists in this state.

(b) To engage and render the professional service involved only through its officers, agents, and employees who are pharmacists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the professional service of this Corporation.

(c) To invest its funds in real estate, mortgages, stocks, bonds, and any other type of investments permitted by law.

(d) To own real and personal property necessary for the rendering of professional services hereby authorized.

(e) To engage in no other business other than rendering of the professional services herein specified.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of

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\$.10 par value common stock. Shares of the Corporation's stock and certificates therefore shall be issued only to Pharmacists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 7101 - 34th Avenue North, St. Petersburg, Florida 33710, and the name of the initial registered agent is Earl Soule'.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have 1 director. The number of directors may be either increased or diminished from time to time as provided in 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>
Earl Soule'	7101 - 34th Avenue North St. Petersburg, Florida 33710

ARTICLE 7: INCORPORATOR

The name and address of each person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
Earl Soule'	7101 - 34th Avenue North St. Petersburg, Florida 33710

ARTICLE 8: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 9: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 10: AMENDMENT

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

10.02 In the event the ownership of shares of this Corporation shall be in any person, trust, corporation, estate or partnership who is not qualified to own such shares under the provisions of Chapter 621, Florida Statutes, and there has been no voluntary transfer of stock, the Board of Directors and Shareholders shall have the power to amend these Articles of Incorporation to effect a change in the nature and purpose of the business authorized by these Articles of Incorporation, so that this Corporation shall have the power to conduct any business authorized by Chapter 607, Florida Statutes. If there is a vacancy on the Board of Directors at or after the occurrence of the event referred to in this subparagraph, that vacancy shall be filled by the remaining Board of Directors until this amendment is complete and effective, or until such ownership of shares no longer exists. No shareholder shall be ineligible to vote on any such amendment merely because he is an ineligible shareholder under Chapter 621, Florida Statutes, but he shall have no other voting right.

PARAGRAPH 11: SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, shareholder, agent, or employee of this Corporation who has been rendering professional legal services to the public becomes legally disqualified to render such professional services within this state, or accepts employment which places restrictions or limitations upon his continued rendering of such professional services, then, in any such event, such person's office and/or employment with and/or financial interest in this Corporation shall cease forthwith; subject, however, to the provisions of Article 10.02, dealing with

Amendments. Should any amendment be effected which changes the nature and purpose of this Corporation so that the restrictions of Chapter 621, Florida Statutes, do not apply, then the restriction of this Article shall not thereafter apply; provided, however, that until such amendment is effected, such person shall render no professional services, shall hold no office, shall not serve on the Board of Directors of this Corporation, except to receive payment for any stock owned and any other amounts which are lawfully due and owing by the Corporation.

PARAGRAPH 12: RIGHTS OF SHAREHOLDER WHOSE
INTEREST TERMINATES UNDER ARTICLE 11

If any shareholder of this Corporation be required to terminate his financial interest in this Corporation because of the application of Article 11, or the application of Chapter 621, Florida Statutes, and should these Articles not be amended as provided in Article 10.02, the financial interest of such shareholder shall terminate immediately and automatically, except to receive payment for such stock in this Corporation as may be owned by him and any other amounts which are lawfully due and owing to him by the Corporation; and such shares of stock shall not be entitled to dividends or stock rights of any kind. Such stock shall be forthwith transferred, sold, purchased, pledged, or redeemed at such price or value and under such terms as shall be authorized as set forth in the Bylaws or Shareholders' Agreement, if any, and if not, by mutual agreement, or if no such agreement can be reached, by arbitration.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 1st day of October, 1998.



EARL SOULE

"Incorporator"

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 1st day of October, 1998.



EARL SOULE', Registered Agent

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