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JAMES W. KAYWELL

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ATTORNEY AT LAW

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### LETTER OF TRANSMITTAL

January 8, 1998

Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Articles of Incorporation (J & G Heiman, Inc.)

To Whom It May Concern:

Enclosed please find the following: **Original and one (1) copy of the Articles of Incorporation; Certificate of Designation of Registered Agent and a check in the amount of \$ 78.75 is transmitted herewith:**

000002737320--8  
-01/11/99--01144--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

<input checked="" type="checkbox"/>	For Filing		For Necessary Action
	For Signature & Return		Per Your Request
	For Signature & Forwarding		Approved As Noted Below
	For Review		Disapproved
	For Distribution		For Your Information & Records
	For Recordation		See Remarks Below
	For Payment		Execution

Remarks: Please return **certified copy** of document to my office.  
Very truly yours,

*James W. Kaywell*

James W. Kaywell, P. A.

JWK/jp  
Enclosure(s)

FILED  
99 JAN 11 AM 9:46  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
JAN 11 1999

ARTICLES OF INCORPORATION OF J & G HEIMAN, INC

FILED  
99 JAN 11 AM 9:26  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I - Name

The name of the corporation is J & G HEIMAN, INC..

ARTICLE II - Purpose

The primary purpose of the corporation shall be the supply of pharmacist's services for the relief of pharmacies on an as needed basis, especially during emergencies when stores' regularly employed pharmacists fail to appear for work or when seasonal demand requires additional pharmacy services. The corporation also shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III - Duration

The duration of the corporation shall be perpetual.

ARTICLE IV - Common Stock

The aggregate number of shares that the corporation shall have authority to issue is 1,000 shares at a par value of \$1.00 per share. All such shares shall be of a single class, designated as common.

ARTICLE V - Voting

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

#### ARTICLE VI - Indemnification

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

#### ARTICLE VII - Director's Liability

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to that Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective the of such amendment.

#### ARTICLE VIII - Bylaws

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

#### ARTICLE IX - Director

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two (2) directors whose name and addresses are:

Gerald A. Heiman  
1417 Sheehan Boulevard  
Port Charlotte, FL 33952

Joyce F. Heiman  
1417 Sheehan Boulevard  
Port Charlotte, FL 33952

ARTICLE X. - Registered Agent and Registered Office

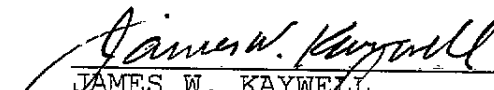
The initial registered agent of the corporation is JAMES W. KAYWELL. The street address of the corporation's initial registered office is 201 W. Marion Avenue, Suite 207, Punta Gorda, FL 33950.

ARTICLE XI- Incorporator

The name and address of the incorporator of the corporation is:

James W. Kaywell  
201 W. Marion Avenue, Suite 207  
Punta Gorda, FL 33950

The undersigned incorporator of this corporation, have executed these articles of incorporation at Punta Gorda, Charlotte County, Florida 33950, on January 8, 1999.

  
JAMES W. KAYWELL  
Incorporator

State of Florida )  
County of Charlotte ) SS

Subscribed and acknowledged before me by JAMES W. KAYWELL, the Incorporator, who is personally known to me on January 8, 1999.

(Affix Notary Seal)



JANET M. PHILLIPS  
COMMISSION # CC 660980  
EXPIRES JUL 1, 2001  
BONDED THRU  
ATLANTIC BONDING CO., INC.

  
Notary Public, State of Florida

JANET M. Phillips  
Print Name of Notary Public

My Commission Expires: 7/1/01

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501,  
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.

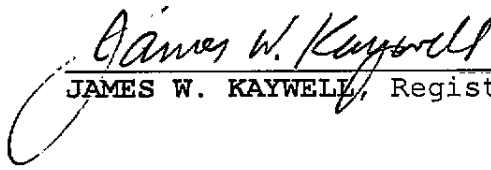
1. The name of the corporation is:

J & G HEIMAN, INC..

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

James W. Kaywell  
201 W. Marion Avenue, Suite 207  
Punta Gorda, Florida 33950

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.

  
JAMES W. KAYWELL, Registered Agent

FILED  
99 JAN 11 AM 9:26  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA