

P99000027863

Requestor's Name
Prescribe U.S.A.
5118 56th Street N., Suite 103
Tampa, FL 33610

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-03/22/99-01150-008
*****87.50 *****87.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. PRESCRIBE USA, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
99 MAR 22 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials - PH 3/26/99 ✓

Articles of Incorporation
of
Prescribe USA, Inc.

FILED
99 MAR 22 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

FIRST. The name of the Corporation is **Prescribe USA, Inc.**

SECOND. Its principal and registered offices, in the State of Florida are to be located at:

**Letourneau Executive Center
5118 56th Street North
Suite 103
Tampa, Florida 33610,**

in the city of **Tampa**, County of **Hillsborough**. The registered agent in charge thereof is **Robert A. Rochford**, at **Letourneau Executive Center, 5118 56th Street North, Suite 103, Tampa, Florida 33610**. I, **Robert A. Rochford**, hereby am familiar with and accept the duties and responsibilities as registered agent for **Prescribe USA, Inc.**


Robert A. Rochford

THIRD. The nature of the business and objects and purposes proposed to be transacted, promoted and carried on, are to do any and all things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:

- a) The purpose of the corporation is to engage in any lawful act or activity for which the corporation may be organized under the general Corporation Law of Florida, and
- b) The corporation may engage in or transact that which are customary to its peer businesses in the pharmaceutical industry, and

c) The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

FOURTH. Capitalization.

a) The aggregate number of shares of stock authorized to be outstanding at any one time shall not exceed **TEN THOUSAND (10,000)** shares.

b) The par value of the stock is **ONE (\$1.00) DOLLAR**.

c) Each of the said stock shall entitle the shareholder thereof to **ONE (1)** vote at any of the shareholder meetings.

d) All or any part of said authorized, yet unissued capital stock may be sold, to existing shareholders or prospective shareholders upon the unanimous agreement of the existing shareholders.

e) The existing shareholders shall have the first right of refusal in purchasing any shares of the stock, whether the stock being sold has previously been issued and is currently held by another shareholder, or is being issued for the first time.

f) 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 or her stock.

FIFTH. Any action permitted or required to be taken by the shareholders of this corporation may be approved and shall have the same force and effect as an unanimous vote is agreed upon by a majority of the votes. All voting shall be done at a meeting of the shareholders, duly called as provided by law, or without a meeting if consent in writing, setting forth the action to be taken, shall be signed by the shareholders representing a majority of voting stock.

SIXTH. This Corporation, when authorized by the State of Florida, is to exist perpetually.

SEVENTH. The Officers of this corporation shall be determined by majority vote by the corporation's stockholders. The initial Officers of the corporation, who will reside in these positions and carry out their associated responsibilities, until replaced by a vote, shall be:

President: Robert A. Rochford
Secretary/Treasurer: 1733 Westerly Drive
Brandon, Florida 33511

The Board of Directors of this corporation shall be determined by majority vote by the corporation's stockholders. The initial Officers of the corporation, who will reside in these positions and carry out their associated responsibilities, until replaced by a vote, shall be:

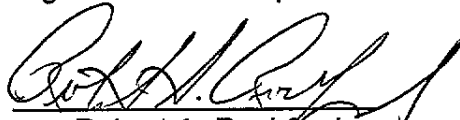
Chairman: Robert A. Rochford
Secretary: 1733 Westerly Drive
Brandon, Florida 33511

EIGHTH. The names and street addresses of the incorporators to these articles of incorporation are:

Robert A. Rochford
1733 Westerly Drive
Brandon, Florida 33511

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this **19th** day of **March, 1999.**

Signatures of Incorporators:


Robert A. Rochford

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99 MAR 22 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

THE FOREGOING instrument was acknowledged and sworn to before me this
19th day of March, 1999, by Robert A. Rochford of Prescribe USA, Inc.


Notary Public

My commission expires

