

**P99000070992**  
**MICHAEL MALISZEWSKI, P.A.**

**ATTORNEYS AT LAW**

**MICHAEL MALISZEWSKI  
CHARLES GEARY, OF COUNSEL**

27 E. OCEAN BOULEVARD  
STUART, FLORIDA 34994  
(561) 228-7010  
(561) 287-0879 FAX

August 2, 1999

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

000002949320--3  
-08/04/99-01024-023  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**Re: Corporate Filing for RxRx Value USA, Inc.**

Dear Madam/Sir:

Enclosed, please find the original of the Articles of Incorporation and Registered Agent Acceptance forms for **Rx Value USA, Inc.**, a new Florida for profit corporation.

Also find my check number 2170, for the State's corporate filing fee in the amount of \$ 70.00. Please return the filing acceptance statement to my office in the enclosed self-addressed stamped envelope.

Feel free to call me if there are any questions. Thank you in advance for your assistance with this matter.

Cordially,

*Michael Maliszewski*

Michael Maliszewski, Esq.

/dk  
Enclosures

**FILED**  
99 AUG -4 PM 4:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8/10  
notified client  
about correction  
to Article II  
16

K. Rolfe **AUG 10 1999**

**ARTICLES OF INCORPORATION**

**OF**

**Rx VALUE USA, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the corporation is: **Rx Value USA, Inc.**

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:  
P.O. Box 823637  
Pembroke Pines, Florida 33082-3636

**ARTICLE III. DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE IV. PURPOSE**

The purpose for which the corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE V. CAPITAL STOCK**

The aggregate number of shares which the corporation is authorized to have outstanding at any one time is ONE THOUSAND (1000) shares, all of which shall be common shares with par value of ONE Dollar (\$1.00) for each share.

**ARTICLE VI. GRANT OF PREEMPTIVE RIGHTS**

Each common shareholder of the corporation shall be entitled to full preemptive rights to acquire his or her proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares, that may be issued at any time by the corporation.

**ARTICLE VII. REGISTERED OFFICE**

The name and address of the initial registered agent is:

Kevin Cerulli  
2085 SE Isabel Road  
Port St. Lucie, FL 34952

**ARTICLE VIII. INCORPORATOR(S)**

The name and address of the incorporator is:

Kevin Cerulli  
2085 SE Isabel Road  
Port St. Lucie, FL 34952

**ARTICLE IX. INITIAL DIRECTOR(S)**

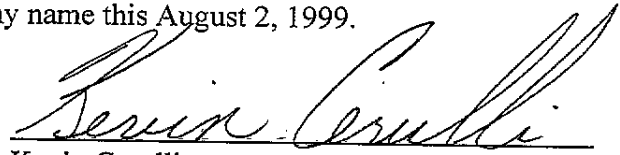
The corporation shall have 3 director initially. The number of director(s) may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than ONE (1). The name(s) of the initial director(s) are:

Kevin Cerulli  
2085 SE Isabel Road  
Port St. Lucie, FL 34952

Richard Shea  
18313 NW 15<sup>th</sup> Lane  
Pembroke Pines, Florida 33029

Richard T. Hanley, II  
9407 Peabody Court  
Boca Raton, Florida 33496

IN WITNESS WHEREOF, I have subscribed my name this August 2, 1999.

  
Kevin Cerulli

STATE OF FLORIDA     )  
COUNTY OF MARTIN    )


On this day personally appeared before me, the undersigned authority, Kevin Cerulli, who is [ ] personally known to me or who ☒ produced Fla. Driver license as identification, and did not take an oath.

WITNESS my hand and official seal in the above-named County and State this 2<sup>nd</sup>

day of August, 1999.

(Seal)

NOTARY PUBLIC - STATE OF FLORIDA  
MICHAEL MALISZEWSKI  
COMMISSION # CC763189  
EXPIRES 7/28/2002  
BONDED THRU ASA 1-888-NOTARY1

  
\_\_\_\_\_  
Notary Public, Seal of Florida  
My Commission Expires: 7/28/2002

**ACCEPTANCE OF REGISTERED AGENT**

**FOR**

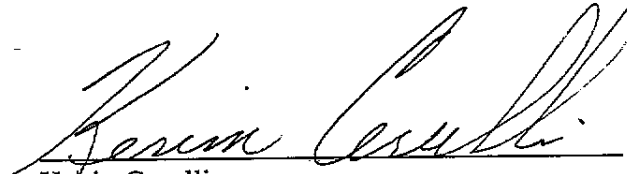
**Rx Value USA, Inc.**

Pursuant to the provisions of Florida Statutes §607.0501, 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.

I, Kevin Cerulli, having been named to accept service of process, for the above-stated corporation at the place designated in the foregoing Articles of Incorporation, hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 2<sup>nd</sup> day of August, 1999.

**REGISTERED AGENT:**



Kevin Cerulli  
2085 SE Isabel Road  
Port St. Lucie, FL 34952

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TALLAHASSEE, FLORIDA