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FIRST ARTICLES OF AMENDMENT TO THE
THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
Rx ADVANTAGE, INC.

Rx Advantage, Inc. (the "Corporation"), a corporation organized and existing under the Florida Business Corporation Act (the "Business Corporation Act"), certifies as follows:

1. That the name of the Corporation is Rx Advantage, Inc.
2. These First Articles of Amendment to the Third Amended and Restated Articles of Incorporation (this "Amendment") contain amendments requiring shareholder approval pursuant to the Business Corporation Act.
3. This Amendment was duly adopted by the Board of Directors of the Corporation and the shareholders of the Corporation as of April 23, 2012, and the number of votes cast by the shareholders of the Corporation in favor of this Amendment was sufficient for approval.
4. The Third Amended and Restated Articles of Incorporation of the Corporation dated December 20, 2011 and filed with the Florida Secretary of State on January 13, 2012 (the "Existing Charter") are hereby amended as follows:

(a) The first paragraph of Article Fourth, Paragraph C of the Existing Charter is hereby deleted in its entirety and replaced with the following:

"C. SERIES A AND SERIES B PREFERRED STOCK

3,500 shares of the authorized Preferred Stock of the Corporation are designated "Series A Preferred Stock" with the following preferences and rights. 2,601 shares of the authorized Preferred Stock of the Corporation are designated "Series B Preferred Stock" with the following preferences, limitations and rights. The Series A Preferred Stock and the Series B Preferred Stock shall rank pari passu with each other. The Series A Preferred Stock and the Series B Preferred Stock shall with respect to dividends and distributions of assets and rights upon the occurrence of a Liquidation Event rank senior to (i) all classes of common stock of the Corporation (including, without limitation, the Common Stock) and (ii) each other class or series of Preferred Stock of the Corporation hereafter created which does not expressly rank pari passu with or senior to the Series A Preferred Stock and the Series B Preferred Stock (collectively, "Junior Stock")."

(b) The last sentence of Section 3(b)(i) of Article Fourth, Paragraph C of the Existing Charter is hereby deleted in its entirety and replaced with the following:

"Notwithstanding the foregoing, in the event the number of shares of Common Stock into which the outstanding shares of Series A Preferred Stock

and Series B Preferred Stock may be converted pursuant to the terms of these Third Amended and Restated Articles of Incorporation ceases to represent at least five percent (5%) of the outstanding shares of Common Stock of the Corporation (provided that for this purpose all shares of Common Stock issuable upon exercise of outstanding Options or upon conversion of outstanding Convertible Securities shall be deemed to be outstanding), the number of Preferred Stock Directors shall automatically and without any action required on the part of any other party be reduced from three (3) to two (2), and the Board of Directors shall thereafter consist of four (4) directors."

(c) The Corporation's right to exercise the Corporation Redemption Right contained in Section 6 of Article Fourth, Paragraph C of the Existing Charter is hereby terminated.

(d) The definition provided to the term "Series B Notes" in Section 6(a)(i) of Article Fourth, Paragraph C of the Existing Charter is hereby deleted in its entirety and replaced with the following:

"Series B Notes" means, collectively, the following Convertible Promissory Notes (each of which is convertible into Series B Preferred Stock): (i) that certain Convertible Promissory Note in the original principal amount of \$400,000.00 made by the Corporation in favor of Stonehenge Capital Fund Alabama, LLC ("Stonehenge") dated as of the Series B Original Issue Date (together with any replacements thereof, "Series B Note One"); (ii) that certain Convertible Promissory Note in the original principal amount of \$66,000.00 made by the Corporation in favor of Stonehenge dated as of September 17, 2008 (together with any replacements thereof, "Series B Note 2A"); (iii) that certain Convertible Promissory Note in the original principal amount of \$134,000.00 made by the Corporation in favor of Stonehenge Capital Fund Alabama II, LLC ("Stonehenge II") dated as of September 17, 2008 (together with any replacements thereof, "Series B Note 2B" and, together with Series B Note 2A, the "Series B Note Two"); and (iv) that certain Convertible Promissory Note in the original principal amount of \$800,000.00 made by the Corporation in favor of Stonehenge II dated as of April 23, 2012 (together with any replacements thereof, the "Series B Note Three").

(e) Section 6(g) of Article Fourth, Paragraph C of the Existing Charter is hereby deleted in its entirety and replaced with the following:

"If the Corporation (i) fails to make a timely and full cash redemption payment (a "Redemption Shortfall") with respect to the Series A Preferred Stock and Series B Preferred Stock that it is obligated to make under Section 6(a)(ii), whether or not the payment is legally permitted and whether or not the Corporation evidences the Redemption Shortfall with notes, (ii) breaches Section 7.2(V) of that certain Series A Preferred Stock Purchase Agreement dated March 31, 2006 by and among the Corporation, Steven L. Jackson, James Travis Hadder, Steve B. Maruschak, Jr., Stevens A. Odom, Jem-Advantage, LLC and

Stonehenge (as the same may be amended from time to time, the "Series A Purchase Agreement"), (iii) breaches Section 7.2(V) of that certain Purchase Agreement dated December 21, 2007 by and among the Corporation, Steven L. Jackson, John D. McKay, Steve B. Maruschak, Jr., James Travis Hadder, Jem-Advantage, LLC and Stonehenge (as the same has been amended and may be further amended from time to time, the "2007 Series B Purchase Agreement"), or (iv) breaches Section 7.2(V) of that certain Purchase Agreement dated April 23, 2012 by and among the Corporation, John D. McKay, Steve B. Maruschak, Jr., James Travis Hadder, Jem-Advantage, LLC, Stonehenge and Stonehenge II (as the same may be amended from time to time, the "2012 Series B Purchase Agreement" and, together with the 2007 Series B Purchase Agreement, the "Series B Purchase Agreement"), (1) the Corporation will within ten (10) days of such event give written notice to each holder of Series A Preferred Stock and Series B Preferred Stock, and (2) if the Redemption Shortfall or breach of Section 7.2(V) of any of the above-referenced Purchase Agreements is not cured within thirty (30) days of its occurrence, the holders of Series A Preferred Stock and Series B Preferred Stock (and the holders of any notes issued pursuant to Section 6(f), if applicable) will have a special right, exclusively and voting separately as a class, to elect such number of additional directors (the "Special Preferred Stock Directors") so that the directors elected by the holders of Series A Preferred Stock and Series B Preferred Stock constitute a majority of the directors then serving on the Board of Directors (the "Preferred Stock Board Control Right"). The holders of Series A Preferred Stock and Series B Preferred Stock may exercise the Preferred Stock Board Control Right at a special meeting, at any annual or special meeting of shareholders, or by written consent in lieu of a special meeting. The Preferred Stock Board Control Right will continue until the Corporation cures the Redemption Shortfall, breach of Section 7.2(V) of the Series A Purchase Agreement, breach of Section 7.2(V) of the 2007 Series B Purchase Agreement and breach of Section 7.2(V) of the 2012 Series B Purchase Agreement in full, at which time the Preferred Stock Board Control Right will cease to exist, subject to revesting if another Redemption Shortfall, breach of Section 7.2(V) of the Series A Purchase Agreement, breach of Section 7.2(V) of the 2007 Series B Purchase Agreement or breach of Section 7.2(V) of the 2012 Series B Purchase Agreement occurs. When the Preferred Stock Board Control Right terminates, the term of the Special Preferred Stock Directors elected by the holders of Series A Preferred Stock and Series B Preferred Stock will terminate. The Preferred Stock Board Control Right does not affect the rights of the Series A Preferred Stock and Series B Preferred Stock to exercise other rights or remedies provided in these Third Amended and Restated Articles of Incorporation or by agreement, by law or otherwise, on the occurrence of Redemption Shortfall, breach of Section 7.2(V) of the Series A Purchase Agreement, breach of Section 7.2(V) of the 2007 Series B Purchase Agreement or breach of Section 7.2(V) of the 2012 Series B Purchase Agreement."

5. The amendments to the Existing Charter effectuated by this Amendment shall be effective upon the filing of this Amendment with the Florida Secretary of State.

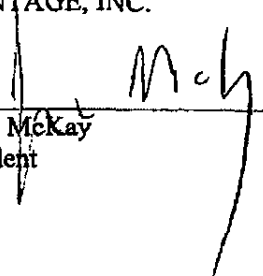
6. All of the terms and provisions of the Existing Charter, as amended by this Amendment, are hereby in all respects ratified and confirmed, and the Existing Charter as so amended shall continue in full force and effect.

[signature appears on next page]

IN WITNESS WHEREOF, the Corporation has caused these First Articles of Amendment to the Third Amended and Restated Articles of Incorporation to be executed by its duly authorized officer as of April 23, 2012.

Rx ADVANTAGE, INC.

By: _____
Name: John McKay
Title: President

A handwritten signature in black ink, appearing to read 'McKay', is written over a horizontal line. A vertical line extends downwards from the center of the signature, and a long, sweeping vertical stroke extends downwards from the right side of the signature.