

**Articles of Incorporation  
Of  
Direct Source Rx, Inc.**

The undersigned, acting as incorporator of a corporation under the Code of Alabama, adopt the following Articles of Incorporation for such corporation:

**Article I**

The name of the corporation is Direct Source Rx, Inc.

**Article II**

The period of its duration is perpetual.

**Article III**

The purpose of this corporation is to provide pharmaceutical products, supplies, services and all other related products, supplies and services and to perform all of those duties that are necessary and proper to carry on such a business, and any and all other lawful purposes for which a corporation may be formed under the state of Alabama.

**Article IV**

The aggregate number and type of shares that the corporation shall have authority to issue is One Hundred Thousand (100,000) shares of \$1.00 par value Series A Common Stock, One Hundred Thousand (100,000) shares of \$0.001 par value Series B Common Stock, and One Hundred Thousand (100,000) shares of \$1.00 par value Convertible Preferred Stock.

The Convertible Preferred Shares have a maturity of the earlier of four (4) years from the date of issue or a sale of Common Stock, for whatever reason, by a Majority Shareholder or his estate. The Convertible Preferred Shares shall accrue dividends at a rate of 15% per annum and are cumulative from the date of issue. Payment of dividends may be made at the discretion of the Board of Directors. These Convertible Preferred Shares shall have a liquidation preference over the Series A and Series B Common Stock, with a liquidation value of \$1.00 per share, plus accrued and unpaid dividends. Upon maturity, shares of the the Convertible Preferred Stock shall be converted into shares of the Series A Common Stock at a conversion rate of ten (10) shares of Convertible Preferred Stock for one (1) share of Series A Common Stock.

Shares of Series A Common Stock and shares of Series B Common Stock shall have equal liquidation and voting rights, and shall have the same value upon sale or redemption.

**Article V**

The address of the initial registered office of the corporation is 1681 Savannah Park, Birmingham, Alabama 35216, and the name of its registered agent at such address is Mr. Mark A. Covin.

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10:51 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE

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Inst # 2001-01809

Article VI

The number of Directors constituting the Initial Board of Directors of the Corporation is two (2), and the name and address of the Initial Directors until the first Annual Meeting of the Shareholders or until the successor(s) are elected and qualify are:

Mr. B. Craig Jackson  
728 Captain Morton Drive  
Brierfield, Alabama 35035

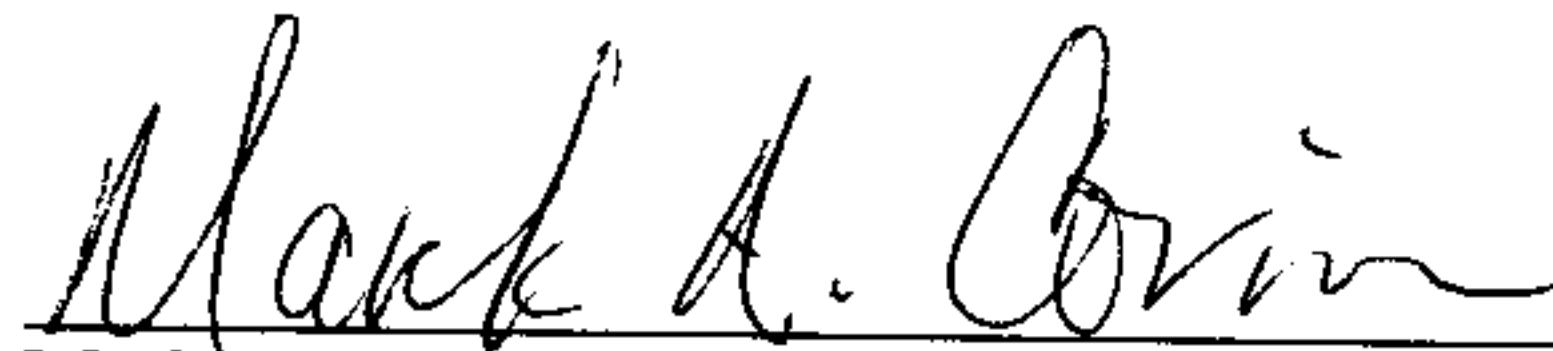
Mr. Mark A. Covin  
1681 Savannah Park  
Birmingham, Alabama 35216

Article VII

The name and address of the incorporator is:

Mr. Mark A. Covin  
1681 Savannah Park  
Birmingham, Alabama 35216

Executed this day, the 17<sup>th</sup> of January 2001.

A handwritten signature in cursive script that reads "Mark A. Covin". The signature is written in dark ink and is positioned above a horizontal line.

Mark A. Covin  
Incorporator

# STATE OF ALABAMA

**I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that**

pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Direct Source RX, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Mark Covin, 1681 Savannah Park, Birmingham, AL 35216 for a period of one hundred twenty days beginning November 20, 2000 and expiring March 21, 2001.



**In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.**

November 20, 2000

Date

Jim Bennett

Secretary of State

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