


**ARTICLES OF INCORPORATION
OF
PRN SOLUTIONS, INC.
An Alabama Corporation**


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Shelby Cnty Judge of Probate, AL
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TO THE HONORABLE JUDGE OF PROBATE FOR SHELBY COUNTY:

We, the undersigned, Jeremy H. Johnsey, acting as sole incorporator and desiring to organize a corporation for the purposes hereinafter stated, under the laws of the State of Alabama, do hereby adopt the following Articles of Incorporation for such corporation:

Article I - Corporate Name

The name of the corporation is to be **PRN Solutions, Inc.**, and the corporation shall be authorized to trade in said name, or to use any other trade name not now being used by any other person, firm or entity.

Article II - Duration

The duration and term of existence of the corporation is to be perpetual unless otherwise stated.

Article III - Purpose

The objects and purposes for which the corporation is formed and organized are as follows:

- (a) To engage in and own, maintain, conduct and operate a general pharmacy staffing business (or the like), and to buy, sell, and generally deal in pharmaceutical supplies; and to acquire, preserve, and coordinate information on markets, developing potentials, opportunities, resources, businesses, industries and their needs, and to provide facilities for trade and the exchange of products, services, information, ideas, and general business information between companies and individuals.
- (b) To prepare and deal in or with any materials, articles, or things incidental to, or required for, or useful in connection with, any of such activities.
- © To apply for, purchase, or acquire by assignment, transfer or otherwise, and hold mortgage or otherwise pledge, and sell, exchange, transfer, deal in, and in any manner dispose of, real property of any kind, class, interest, or type, wheresoever situated, and to exercise, carry and enjoy any license, power, authority, concession, right or privilege which any may make or grant.
- (d) To manufacture, purchase, or otherwise acquire, and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal and trade in goods, wares, merchandise and personal property of every class and description, wheresoever situated.
- (e) To purchase or otherwise acquire, hold, use, sell, assign, lease, mortgage or in any manner dispose of, and to take, exchange and grant licenses, or other rights

therein, in respect of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements, processes, formulae, methods, copyrights, trademarks and trade names, know how, and trade secrets, relating to or useful in connection with any business, objects or purposes of the corporation.

- (f) To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge, or in any manner dispose of shares of stock, bonds or other evidences of indebtedness or securities issued or created by any other corporation of Alabama, or any other state or any foreign country and, while the owner thereon, to exercise all the rights, privileges and powers of ownership, including the right to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama.
- (g) To enter into, make and perform contracts of every kind of any lawful purpose without limit as to amount, with any person, firm, association, partnership, limited partnership, corporation, municipality, county, state, territory, government, governmental subdivision, or body politic.
- (h) To borrow and lend money, without security, or upon the giving or receipt of such security as the board directors of the corporation may deem advisable by way of mortgages, pledge, transfer, assignment, or other wise of real and personal property of every nature and description, or by way of guaranty, or otherwise.
- (I) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts bills of exchange, warrants, debentures, and other negotiable or transferable instruments.
- (j) To act as agent, jobber, broker or attorney-in-fact in buying, selling and dealing in real and personal property of every nature and description and leases respecting the same and estates and interests therein and mortgages and securities thereon, in making and obtaining loans and all interest in and claims affecting the same.
- (k) To purchase, take, receive, redeem or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares of stock, and its bond debentures, notes, scrip, or other securities or evidences or indebtedness, and to hold, share, transfer and reissue and thereof.
- (l) To enter into any legal arrangements for sharing of profits, union of interest, reciprocal concessions, or cooperation, as partnership, joint venture, or otherwise, with any person, partnership, corporation, association, combination, organization, entity or other body whatsoever, domestic or foreign, carrying on or proposing to carry on, or any business which this corporation is authorized to carry on, or any business transaction deemed necessary, convenient or incidental to carrying out any of the objects and purposes of this corporation.
- (m) To have one or more offices to carry on all its operations and business without restriction or limit as to amount, in any state, districts, territories or possessions or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, possession, colony or country.
- (n) To generally carry on any other business which can be advantageously pursued in

conjunction with or incidental to any of the above purposes; to engage in any lawful business or activities related to the stated purpose; and to do any of the things herein set out and such other things as are incidental or conducive to the attainment of the objects and purposes of this corporation, to the same extent as natural persons might could or could do in any part of the world, as principal, factor, agent, contractor, or otherwise, either alone or in conjunction with any person, firm, association, corporation or any entity of whatsoever kind, and to do any and all such acts and things and to exercise any and all such powers to the full extent authorized or permitted to a corporation under any laws that may be now or hereafter applicable or available to this corporation for which corporations may be organized under the Alabama Business Corporation Act.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purpose of this corporation, as well as powers and provisions for the regulation of business and the conduct of the affairs of the corporation, the directors, and stockholders thereof, all in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the power cooperation otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing this corporation to carry on the business of banking or that the trust company, or the business of insurance in any of its branches.

Article IV - Registered Office

The location and mailing address of the initial registered office of the corporation is:
65 Hawthorn Street
Birmingham, AL 35242-1806


Article V - Registered Agent

The name and address of the initial registered agent is:
Jeremy H. Johnsey
65 Hawthorn Street
Birmingham, AL 35242-1806

Article VI - Capital Stock

- A. The aggregate number of shares which the corporation shall have authority to issue One Thousand (1,000) shares, of common voting stock, all of which shall be common shares with par value of \$1.00 per share.
- B. The amount of paid capital stock with which the corporation shall begin business is One Thousand (\$1,000) Dollars, divided into One Thousand (1,000) shares having a par value of \$1.00 per share, all of which has been paid n by cash or transfer of property.
- C. There shall be no more than Seventy-Five (75) shareholders, and stock

shall only be issued and transferable to natural persons who are not nonresident aliens.


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Article VII - Incorporator

The name and address of each incorporator is as follows:

1000 Shares
Jeremy H. Johnsey
65 Hawthorn Street
Birmingham, AL 35242-1806

Article VIII - Directors

The number of directors constituting the initial Board of Directors shall be the same number of persons listed in this Article. The name and address of each person constituting the initial Board of Directors and who are to serve as directors for the first year, or until their successors are elected and qualify are as follows:

Jeremy H. Johnsey
65 Hawthorn Street
Birmingham, AL 35242-1806

Article IX - Officers

The name and address of the officers chosen for the first year and until their successors are elected and qualified are as follows:

President/Secretary/Treasurer
Jeremy H. Johnsey
65 Hawthorn Street
Birmingham, AL 35242-1806

Article X - Other Provisions

- A. This corporation may from time to time issue its shares of stock for such consideration (but not less than par) as may be fixed from time to time by the board of directors and may receive payment thereof, in whole or in part, in cash, labor done, personal property (tangible and intangible) or real property. In the absence of actual fraud in the transaction, the judgement of the board of directors as to the value of such labor, personal property, or real property shall be conclusive. Any and all shares so issued for which the consideration so fixed shall have been paid or delivered shall be deemed fully paid stock and shall not be liable to any further call or assessment thereon and the holders of such shares shall not be liable for any further payment in respect thereof.
- B. If at any time the corporation is engaged in the business of exploiting natural resources, dividends may be declared and paid in cash out of depletion reserves,


but each such dividend shall be identified as a distribution of such reserves and the amount per share paid from such reserves shall be disclosed to the shareholders receiving the same concurrently with the distributions thereof.

- C. The corporation reserves the right to alter, amend, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law.

IN WITNESS WHEREOF, the undersigned, acting as incorporators of the corporation named herein in accordance with the Alabama Business Corporation Act, execute these Articles of Incorporation this the 2nd day of JULY, 2007.


Jeremy H. Johnsey - Incorporator

This instrument was prepared by Jeremy H. Johnsey, whose address is 65 Hawthorn Street, Birmingham, AL 35242-1806.


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Beth Chapman
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Beth Chapman, 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:

PRN Solutions, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Jeremy Johnsey, 65 Hawthorn St, Birmingham, AL 35242 for a period of one hundred twenty days beginning June 21, 2007 and expiring October 20, 2007.



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.

June 21, 2007

Date

Beth Chapman

Beth Chapman

Secretary of State