

STATE OF ALABAMA

**DOMESTIC BUSINESS CORPORATION
CERTIFICATE OF FORMATION**

PURPOSE: In order to form a Business Corporation (formerly known as For-Profit Corporation) under Section 10A-1-3.05 and 10A-2-2.02 of the Code of Alabama 1975 this Certificate Of Formation and the appropriate filing fees must be filed with the Office of the Judge of Probate in the county where the corporation's initial registered office is located. **The information required in this form is required by Title 10A.**

INSTRUCTIONS: Mail one (1) signed original and two (2) copies of this completed form and the appropriate filing fees to the Office of the Judge of Probate in the county where the corporation's registered office is/will be located. Contact the Judge of Probate's Office to determine the county filing fees. **Make a separate check or money order payable to the Secretary of State for the state filing fee of \$100.00** and the Judge of Probate's Office will transmit the fee along with a certified copy of the Certificate to the Office of the Secretary of State within 10 days after the Certificate is issued. Once the Secretary of State's Office has indexed the filing the information will appear at www.sos.alabama.gov under the Government Records tab and the Business Entity Records link – you may search by entity name. Your notification of filing was provided by the Probate Judge's Office via a stamped copy and the Secretary of State's Office does not send out a copy. You may pay the Secretary of State fees by credit card if the county you are filing in will accept that method of payment (see attached). Your corporation will not be indexed if the credit card does not authorize and will be removed from the index if the check is dishonored.



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Shelby Cnty Judge of Probate, AL
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(For County Probate Office Use Only)

This form must be typed or laser printed.

1. The name of the corporation (must contain the word "corporation" or "incorporated," or the abbreviation of one of those words, and comply with Code of Alabama Title 10A-1-5.04):

MEDShop Pharmacy, Inc.

2. **A copy of the Name Reservation certificate from the Office of the Secretary of State must be attached.**

(For SOS Office Use Only)

This form was prepared by: (type name and full address)

Charles J. Shirley
17100 Searcy Road
Northport, Alabama 35475

DOMESTIC BUSINESS CORPORATION CERTIFICATE OF FORMATION

3. Street (**No PO Boxes**) address of principal office of the corporation: _____

7895 Highway 119, Alabaster, Alabama 35007

Mailing address of principal office (if different from street address): _____

2360 Timber Lane, Alabaster, Alabama 35007

4. The name of the Registered Agent: Susan S. Callahan

Street (**No PO Boxes**) address of Registered Agent: 2360 Timber Lane, Alabaster, Alabama 35007

Mailing address of Registered Agent (if different from street address): Same

5. Purpose for which corporation is formed: Closed Door Pharmacy

_____ ; the purpose includes the transaction of any lawful business for which corporations may be incorporated in Alabama under Title 10A, Chapter 2 of the Code of Alabama.

6. Number of Shares the corporation is authorized to issue: 1000 Par Value \$40,000
(Par value is optional information and does not have to be completed.)

7. Period of duration shall be perpetual unless stated otherwise by an attached exhibit.

8. The name(s) of the Incorporator(s): MEDShop Pharmacy

Street (**No PO Boxes**) address of Incorporator(s): 7895 Highway 119, Alabaster, Alabama 35007

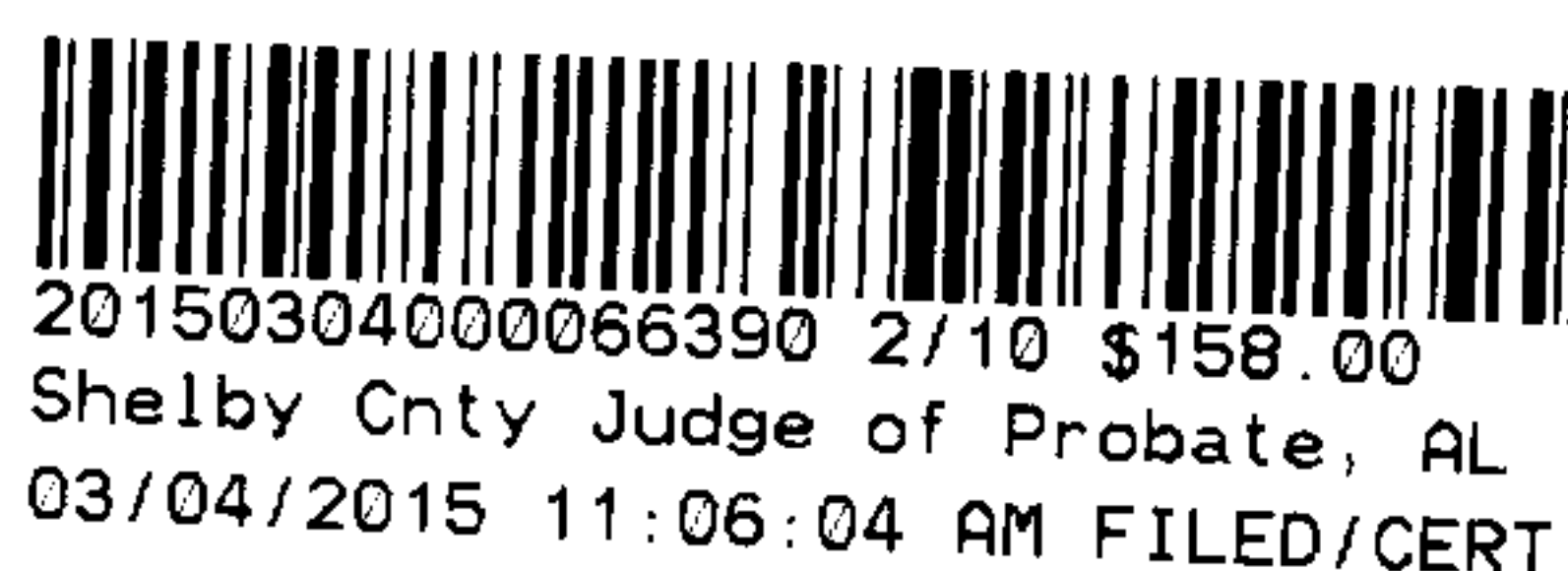
_____ Mailing address of Incorporator(s) – (if different from street address): 2360 Timber Lane, Alabaster, Alabama 35007

Attach a listing if more Incorporators need to be added.

9. Director's Name: Susan S. Callahan

Street (**No PO Boxes**) address of Director: 2360 Timber Lane, Alabaster, Alabama 35007

_____ Mailing address of Director(s) - (if different from street address): 2360 Timber Lane, Alabaster, Alabama 35007



STATE OF ALABAMA §
 §
COUNTY OF SHELBY §

DOMESTIC BUSINESS CORPORATION
CERTIFICATE OF FORMATION
of
MEDShop Pharmacy, Inc.

The undersigned, for the purpose of forming a domestic business corporation (Formerly known as a For-Profit Corporation) under Section 10A-1-3.05 and 10A-2-2.02 of the Code of Alabama (1975), as amended, hereby file the following Certificate of Formation with the Probate Judge of Shelby County and attest that the facts stated in the Certificate of Formation are true and correct:


(This Certificate Of Formation and the appropriate filing fees must be filed with the Office of the Judge of Probate in the county where the corporation’s initial registered office is located. **The information required in this form is required by Title 10A.)**

ARTICLE I
NAME

The name of this Domestic Business Corporation (hereinafter referred to as the “Company”) shall be MEDShop Pharmacy, Inc.

ARTICLE II
DURATION

The period of duration is perpetual from the date of filing of these Articles of Organization with the Probate Judge of Shelby County unless the company shall sooner be dissolved and its affairs wound up in accordance with its Certificate of Formation or By Laws.


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ARTICLE III

PURPOSES

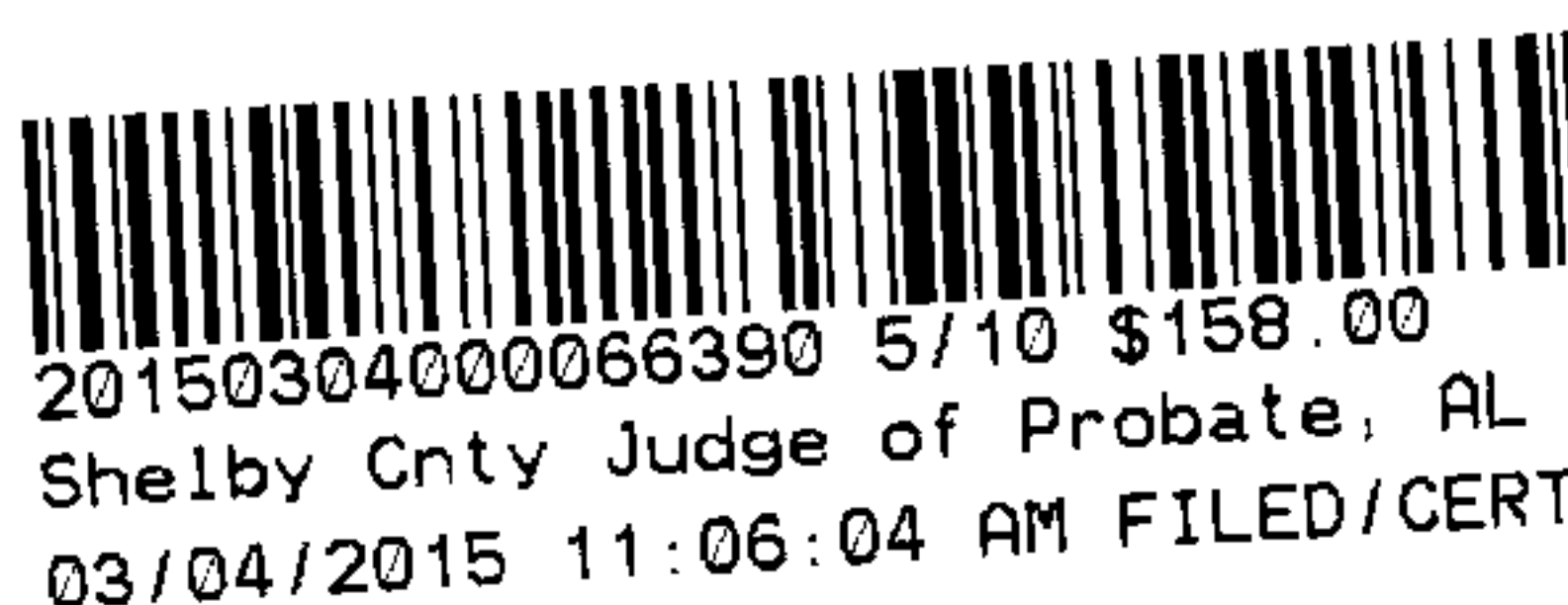
The nature of the Company and its objects, purposes and powers:

(a) The Company is organized for the purpose of engaging in, transacting or conducting business for which Corporations may be organized under the laws of the State of Alabama in general, and in the Alabama Business Corporation Law in particular;

(b) To manage, construct, purchase or acquire by assignment, transfer or otherwise; to hold, mortgage or otherwise pledge; to sell, exchange, transfer, deal and in any manner dispose of, real or personal property of any kind, class, interest or type, wherever situated; and to exercise, carry out and enjoy any licenses, power, authority, concession, right or privilege which any limited liability company may make or grant in connection therewith;

(c) 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 corporation of Alabama or any other state or any foreign country and, while the owner thereof, to exercise the rights, privileges and powers of ownership, including the rights to votes thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such right at this time or hereafter provided by the laws of Alabama;

(d) To acquire the goodwill, rights, assets and properties, and to undertake the whole or any part of the liabilities of any person, firm, association or corporation; to pay for the same in cash, debt obligations of the company or by transfer of any interest or the granting of membership in the company or otherwise; to hold or in any manner dispose of, the whole or any part of the property so acquired; to conduct in any lawful manner the



whole or any part of the business so acquired; and to exercise all of the powers necessary or convenient in and about the conduct and management of such business, and;

(e) To engage in the business of buying, selling, packaging, and/or filling of prescription medications, medical devices, and other related materials.

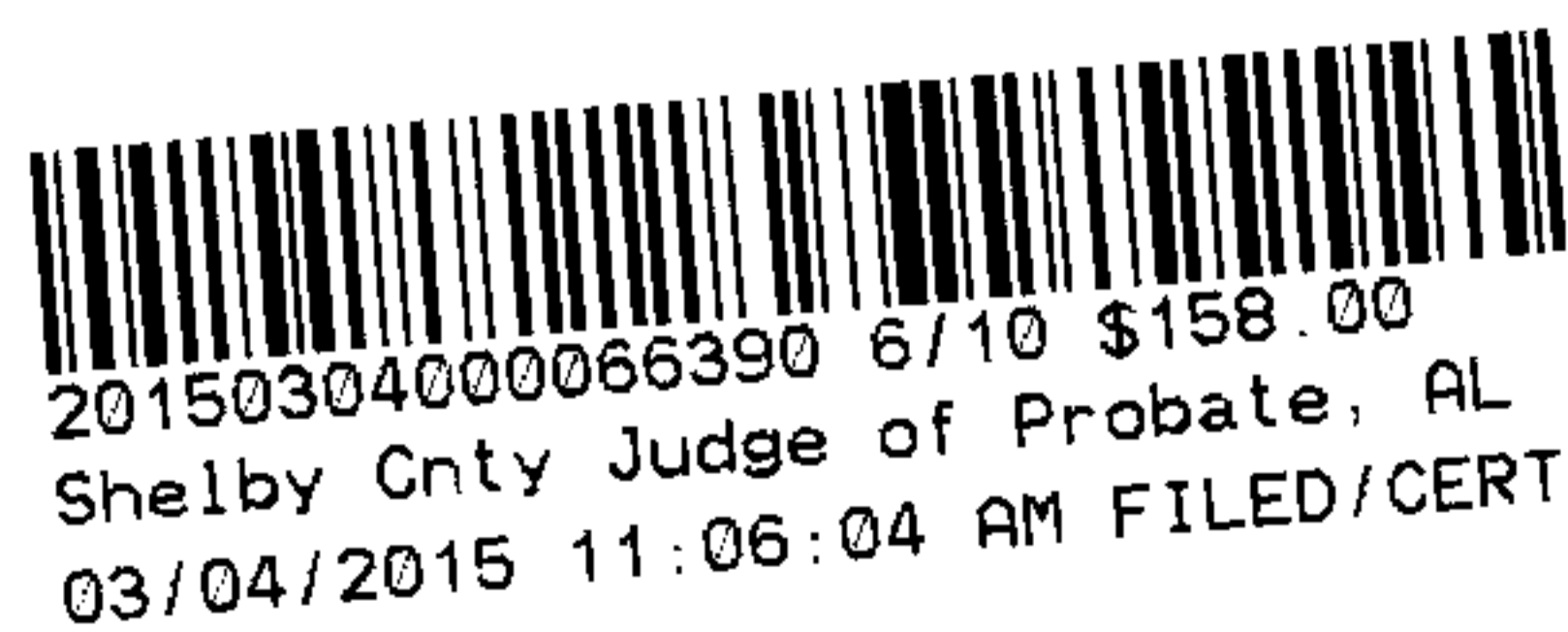
(f) In general to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the Company or to enhance the value of its properties.

The enumeration herein of the powers, objects and purposes of the Company shall not be deemed to exclude or in anyway limit by inference any powers, objects or purposes which the Company is empowered to exercise, whether expressly by purpose or by any of the laws of the State of Alabama or any reasonable construction of such laws.

ARTICLE IV

REGISTERED AGENT/OFFICE

The location and mailing address of the initial principal office of the Company shall be 7895 Highway 119, Alabaster, Alabama 35007, and its registered agent at such address shall be Susan S. Callahan.



ARTICLE V
INCORPORATORS

The Company has Two (2) Incorporators and the names and addresses of said Incorporators are:

Susan S. Callahan
2360 Timber Lane
Alabaster, Alabama 35007

Charles J. Shirley
17100 Searcy Road
Northport, Alabama 35475

ARTICLE VI
INITIAL DIRECTORS

The Company has Two (2) initial Director(s) (hereinafter referred to as the “Director(s)”) and the names and addresses of said Directors of the Company are:

Susan S. Callahan
2360 Timber Lane
Alabaster, Alabama 35007

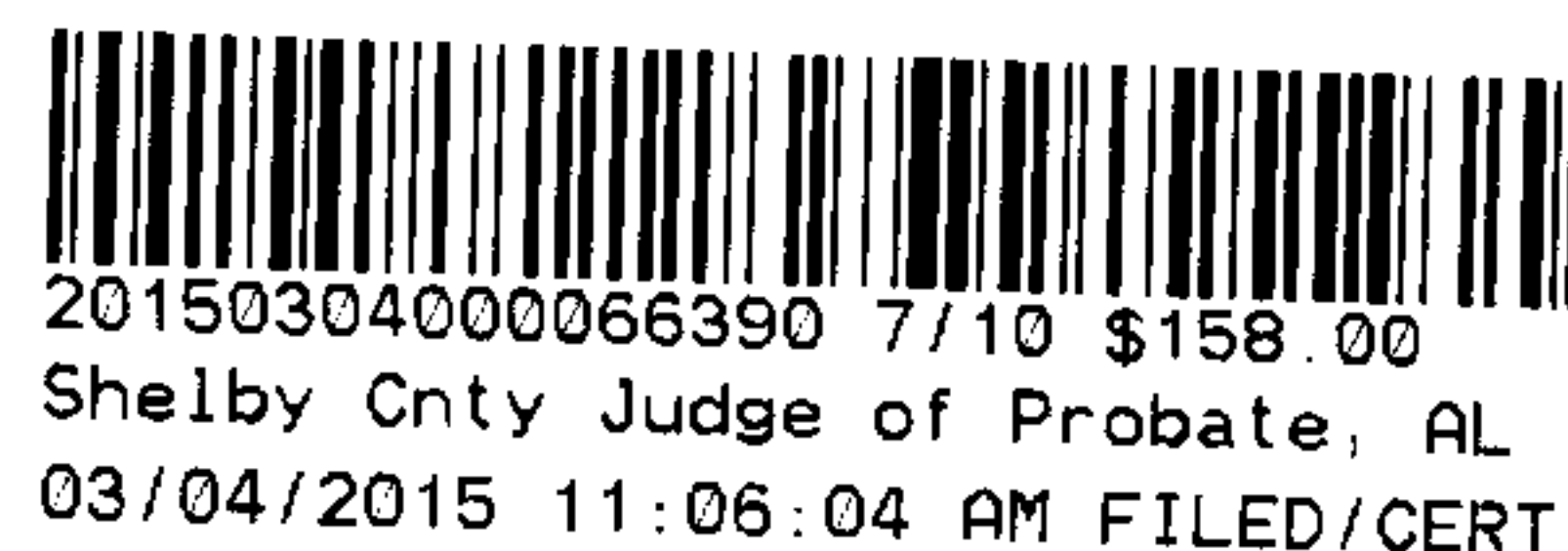
Charles J. Shirley
17100 Searcy Road
Northport, Alabama 35475

ARTICLE VII
SHARES

The Corporation is authorized to issue 1000 shares. Shares divided as follows:

Susan S. Callahan – 750 Shares

Charles J. Shirley – 250 Shares



ARTICLE VIII
LIABILITIES OF MEMBERS

Members of the Company are not liable under a Judgment, Decree or Order of a Court, or in any other manner, for any debt, obligation or liability of the Company.

IN WITNESS WHEREOF, the undersigned Members have executed this Certificate of Formation of this the _____ day of February, 2015.

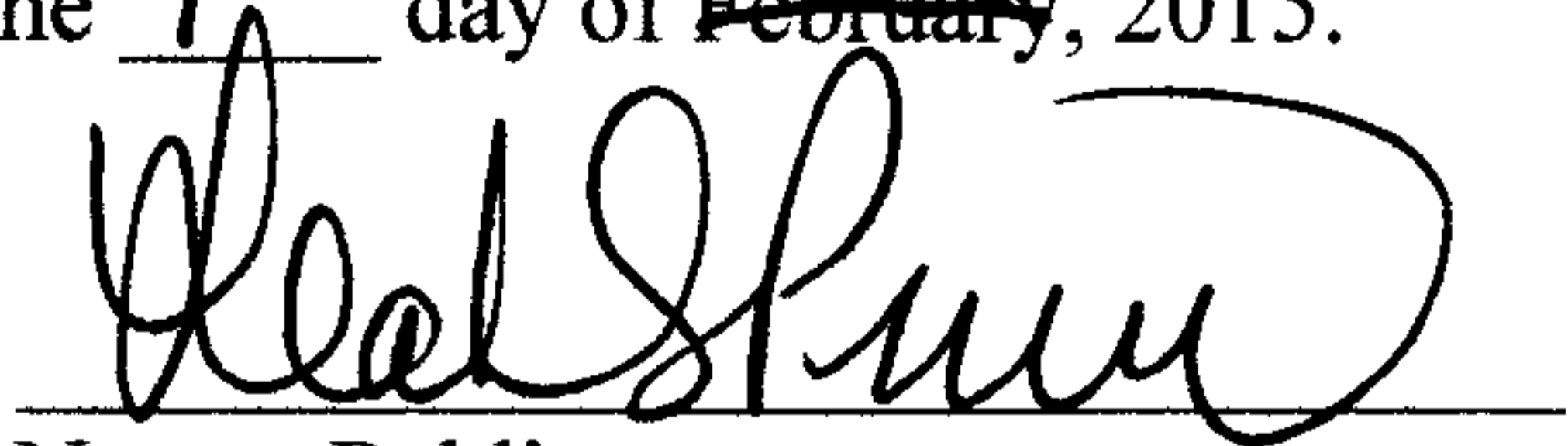


Signature of President
Susan S. Callahan

STATE OF ALABAMA §
 §
COUNTY OF SHELBY §

I, the undersigned authority, a Notary Public in and for said county, in said State, hereby certify that Susan S. Callahan, who is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, She executed the same voluntarily and on the day same bears date.


Given under my hand and official seal, this the 4th day of March, 2015.



Notary Public

My commission expires: Leah S. Pinion
Notary Public, Alabama State at Large
My Commission Expires Dec. 18, 2017


This document prepared by:
Christopher E. Allen, Attorney
2811 6th Street
Tuscaloosa, Alabama 35401


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Shelby Cnty Judge of Probate, AL
03/04/2015 11:06:04 AM FILED/CERT

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, Susan S. Callahan, accept appointment as Registered Agent, and state that I am familiar with the duties as agent.

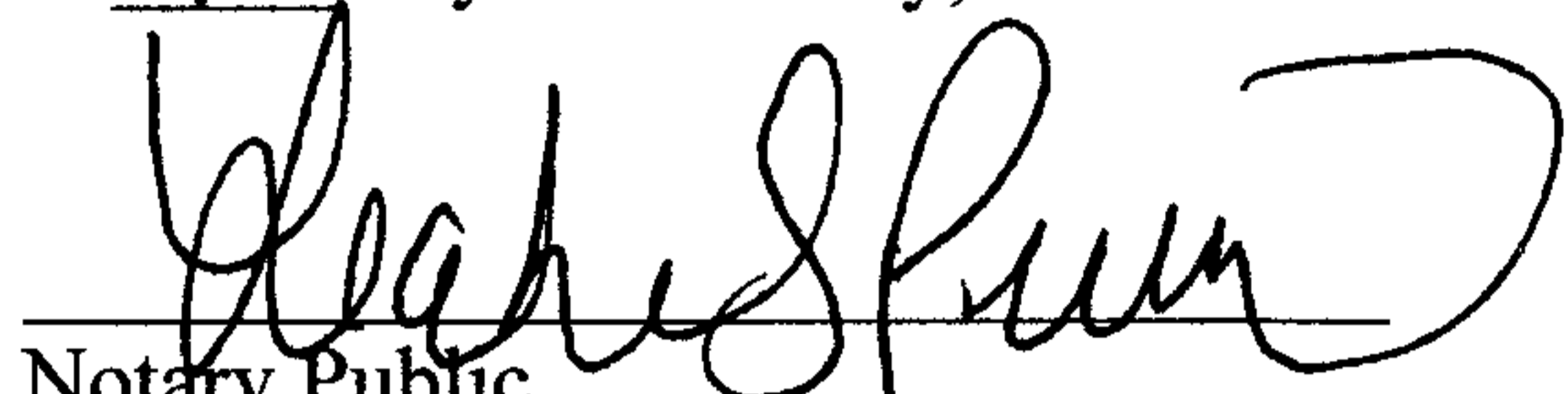
On this the _____ day of February, 2015.


Susan S. Callahan


STATE OF ALABAMA §
 §
COUNTY OF SHELBY §

I, the undersigned authority, a Notary Public in and for said county, in said State, hereby certify that Susan S. Callahan, who is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he executed the same voluntarily and on the day same bears date.

Given under my hand and official seal, this the 4th day of ~~February~~ March, 2015.


Notary Public

My commission expires: Leah S. Pinion
Notary Public, Alabama State at Large
My Commission Expires Dec. 18, 2017


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Shelby Cnty Judge of Probate, AL
03/04/2015 11:06:04 AM FILED/CERT

John H. Merrill
Secretary of State

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

STATE OF ALABAMA

I, John H. Merrill, Secretary of State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Title 10A, Chapter 1, Article 5, Code of Alabama 1975, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

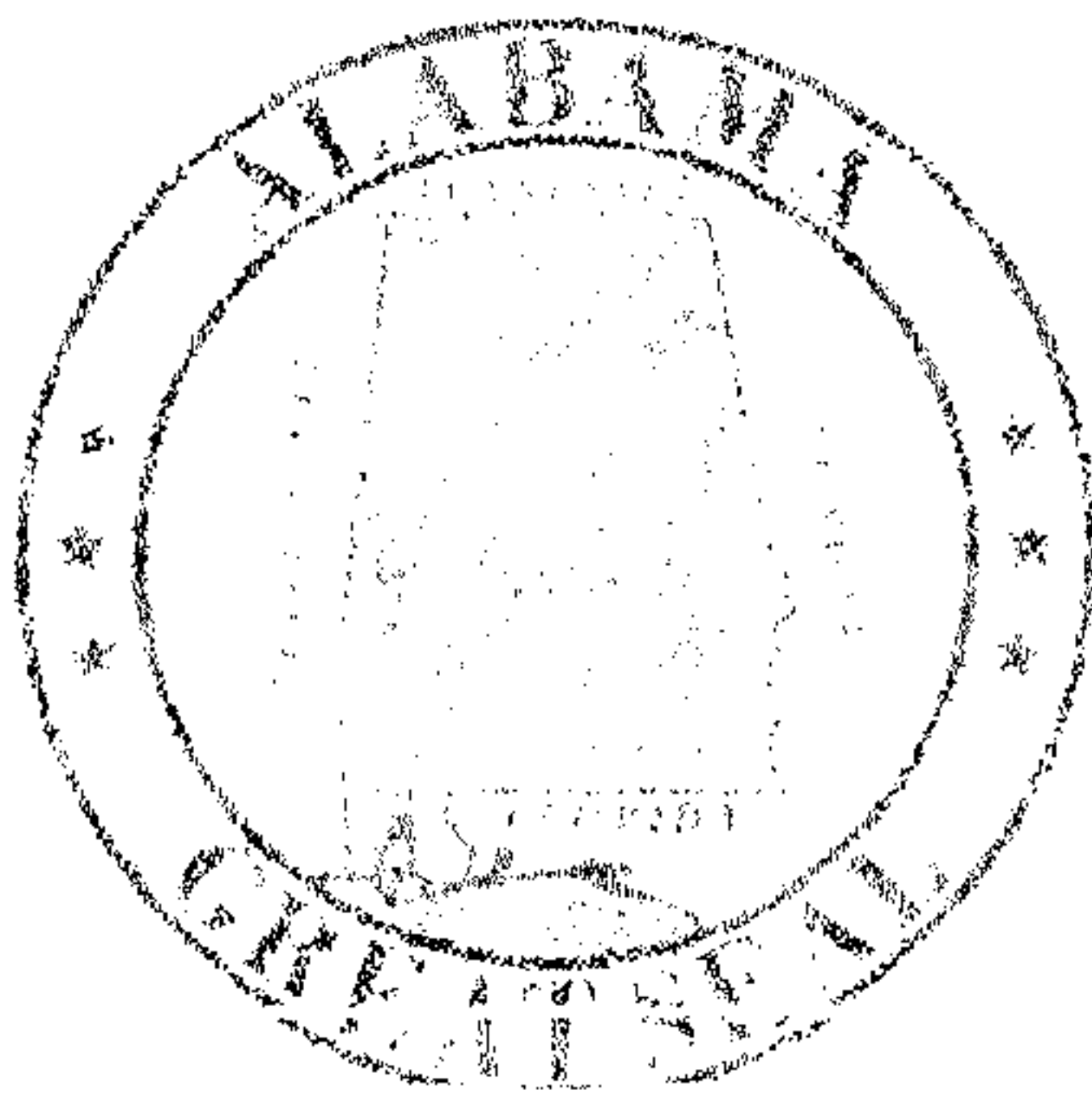
MEDShop Pharmacy, Inc.

This name reservation is for the exclusive use of MedShop Pharmacy, 7895 Highway 119, Alabaster, AL 35007 for a period of one year beginning February 25, 2015 and expiring February 25, 2016



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Shelby Cnty Judge of Probate, AL
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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.



February 25, 2015

Date

RES682318

John H. Merrill

Secretary of State