



**AMENDED AND RESTATED BYLAWS
OF
SOUTHWEST PHARMACY SOLUTIONS, INC.
(DBA American Pharmacies)**

ARTICLE III. BOARD

§3.12 Number; Qualifications; Election; Term

The number of directors constituting the Board shall be not less than six (6) or more than fifteen (15), the exact number to be determined by the Board. The minimum or maximum number of directors may be increased or decreased from time to time in the manner provided by the Bylaws or the amendment thereof, but no decrease shall have the effect of shortening the term of any incumbent director. The Shareholders shall elect the directors by mail ballot, facsimile transmission, remote communications, electronic transmission such as electronic message or any other method so designated by the Board. Directors shall hold office for one (1), two (2) or three (3) years as fixed and determined by the Board. If the individual seeking election or re-election as a director is unopposed, the ballot shall be dispensed with and the individual shall be elected a director by acclamation.

The qualifications for a director to hold office shall be that at the time of the election by the Shareholders, the individual seeking election meets the following qualifications requirements:

- (i) The individual is a Shareholder;
- (ii) The individual owns and/or operates an independent pharmacy, the pharmacy shall support the corporation's named pharmaceutical and over the counter wholesaler preferred vendors during the entirety of his time on office by purchasing from one of the named pharmaceutical and over the counter wholesaler preferred vendors such that the pharmacy's purchases from one of the pharmaceutical and over the counter wholesaler preferred vendors are primary, with primary defined as eighty-five percent (85%) or higher;
- (iii) The individual is committed to creating opportunities, promoting ownership, encouraging business development, improving political involvement and enhancing the image of the Corporation; and
- (iv) The individual does not have a personal or professional conflict of interest, as determined solely by the Board, that would interfere with the mission of the Corporation.

The Board may, in its discretion, determine and require additional qualifications for a director to hold office, consistent with these Bylaws. The failure of a director to comply with these qualifications, as determined by a majority of the Board, during his office as a director shall be grounds for removal by the Board.