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04000094010

Florida Department of State
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From: Account Name : GREENSPOON HARDER MIRSCHVELD RAYKIN ROSS & BERGER, P.A.
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MERGER OR SHARE EXCHANGE

PROCARE PHARMACY CARE, LLC

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DIVISION OF CORPORATIONS

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NO. 903 P. 2/9

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>ProCare Pharmacy Care, LLC</u> <u>8891 Commerce Parkway</u> <u>Minamar, Florida 33023</u>	<u>Florida</u>	<u>Limited Liability Co.</u>
Florida Document/Registration Number: <u>L04000094010</u>		FEI Number: _____
2. <u>ProCare Pharmacy Care, LLC</u> <u>2090 Premier Parkway, Suite 100</u> <u>Duluth, Georgia 33160</u>	<u>Georgia</u>	
Florida Document/Registration Number: _____		FEI Number: <u>57-1178680</u>
3. _____		
Florida Document/Registration Number: _____		FEI Number: _____
4. _____		
Florida Document/Registration Number: _____		FEI Number: _____

(Attach additional sheet(s) if necessary)

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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
ProCare Pharmacy Care, LLC	Florida	Limited Liability Company
3881 Commerce Parkway		
Miramar, Florida 33025		

Florida Document/Registration Number: L04000094010 FEI Number: _____

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.438(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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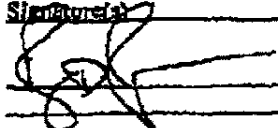
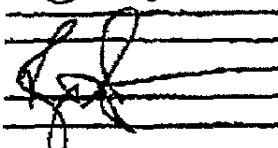
NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

ORDecember 31, 2004

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.**ELEVENTH: SIGNATURES FOR EACH PARTY:****(Note: Please see instructions for required signatures.)**

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
ProCare Pharmacy Care, LLC (Florida)		Roger Burgess, President of Sole Mbr.
ProCare Pharmacy Care, LLC (Georgia)		Roger Burgess, President of Sole Mbr.

(Attach additional sheet(s) if necessary)

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
ProCare Pharmacy Care, LLC	Florida
ProCare Pharmacy Care, LLC	Georgia

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
ProCare Pharmacy Care, LLC	Florida

THIRD: The terms and conditions of the merger are as follows:

Effect of Merger. At the Effective Time, (a) the separate existence of the Merging Company shall cease and the Merging Company shall be merged with and into the surviving Company and the surviving Company, a Florida limited liability company, will be the surviving entity pursuant to the terms of the Articles of Merger; (b) the Articles of Organization and Operating Agreement of the surviving Company, as in effect immediately prior to the Effective Time, shall be the Articles of Organization and Operating Agreement of the surviving entity until duly amended in accordance with their terms and applicable law; (c) each Membership Interest of the Merging Company outstanding immediately prior to the Effective Time shall be converted as provided below; (d) The Membership Interest of the surviving Company outstanding immediately prior to the Effective Time shall be cancelled as provided below; (e) the Member of the Merging Company receiving the Membership Interests of the surviving Company as set forth above shall be the Member of the surviving Company as the surviving entity, and the Manager of the surviving Company shall be the Manager of the surviving Company as the surviving entity; (f) and the Merger shall have all of the effects provided by applicable law.

See additional sheet attached.

(Attach additional sheet(s) if necessary)

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ProCare Pharmacy Care, LLC

Third Continued:

Until the Effective Time each of Merging Company and the surviving Company shall continue to conduct its business without material change and shall not make any distribution or other disposition of assets, capital or surplus, except in the ordinary course of business or with the consent of the other.

At and after the Effective Time, without further act or deed, all of the rights, privileges and powers, and all of the property, real, personal and mixed of, and all debts due to Merging Company, as well as all of the things and causes of action belonging to Merging Company shall be the property of the surviving Company as they were the property of Merging Company, and the title to any real estate vested by deed or otherwise in Merging Company shall not revert or be in any way impaired by reason of the Merger; all rights of creditors and all liens upon any property of any of the parties hereto shall be preserved unimpaired, and all debts, liabilities, and duties of the respective parties hereto shall thenceforth attach to the surviving Company and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it.

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FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

See additional sheet attached.

- B. The manner and basis of converting ~~rights to acquire~~ interests, shares, obligations or other securities of each merged party into ~~rights to acquire~~ interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,
Florida Document/Registration Number

N/A

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ProCare Pharmacy Care, LLC

Fourth continued:

Each percentage interest of Membership Interest of the Merging Company that is issued and outstanding immediately prior to the Effective Time shall be converted into, and shall represent the right to receive the same percentage interest of Membership Interest of the surviving Company, as the surviving entity. All of the percentage interest of the Membership Interest of the Merging Company, when so converted, shall automatically be cancelled, shall cease to exist and shall no longer be outstanding.

The percentage interest of the Membership Interest of the surviving Company that is issued and outstanding immediately prior to the Effective Time shall automatically be canceled, shall cease to exist and shall no longer be outstanding at the Effective Time.

Until surrendered, each certificate, agreement or other instrument which prior to the Effective Time represented a Merging Company Membership Interest, if any, shall be deemed at the Effective Time for all purposes to represent only the right to receive that percentage interest of Membership Interest of the surviving Company as provided in this Article 4. With respect to any such certificate, agreement or other instrument, if any, that has been lost or destroyed, the surviving Company shall issue the percentage interest of Membership Interest attributable to such certificate, agreement or other instrument upon receipt of evidence and indemnity reasonably satisfactory to it of ownership of the surviving Company's Membership Interest thereby.

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SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) managing members are as follows:

ProCare Pharmacy Benefit Manager, Inc., a Florida corporation
3891 Commerce Parkway
Miramar, Florida 33025

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

The Secretary of the State of Georgia is hereby appointed as agent of ProCare Pharmacy Care, LLC, a Florida limited liability company, on whom process in Georgia in any action, suit or proceeding for the enforcement of an obligation of such company constituent to the merger may be served and the address to which a copy of the processes to be mailed to: 3891 Commerce Parkway, Miramar, Florida 33025.

EIGHTH: Other provisions, if any, relating to the merger:

(Attach additional sheet(s) if necessary)