

Division of Corporations

Page 1 of 1

Florida Department of State Division of Corporations Public Access System

EFFECTIVE DATE
11/01/06

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H06000231680 3)))



H060002316803ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 205-0380

From:
Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5926

MERGER OR SHARE EXCHANGE

LIBERTY MEDICAL SUPPLY, INC.

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$87.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 SEP 19 AM 11:14

Electronic Filing Menu

Corporate Filing Menu

Help

EFFECTIVE DATE

11/01/06

**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Liberty Medical Supply, Inc.	Florida	Corporation
National Diabetic Pharmacies, LLC	Virginia	Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Liberty Medical Supply, Inc.	Florida	Corporation

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

1 of 7

PLAN1 - L1/0901 C T System Online

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 SEP 19 AM 11:14

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:
November 1, 2006

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S.:

Street address: _____


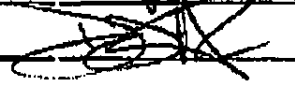
Mailing address: _____

2 of 7

FL017 - Received CT System Online

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s)	Typed or Printed Name of Individual:
Liberty Medical Supply, Inc.		Stephen C. Farrell
National Diabetic Pharmacia, LLC		Devin J. Anderson

Corporations:

Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)

General Partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of a member or authorized representative

Fees:

\$35.00 Per Party

Certified Copy (optional):

\$8.75

3 of 7

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Liberty Medical Supply, Inc.	Florida	Corporation
National Diabetic Pharmacies, LLC	Virginia	Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Liberty Medical Supply, Inc.	Florida	Corporation

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

National Diabetic Pharmacies, LLC will merge into Liberty Medical Supply, Inc. effective

November 1, 2006. National Diabetic Pharmacies, LLC will cease to exist after such date.

(Attach additional sheet if necessary)

4 of 7

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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

All outstanding membership interests of National Diabetic Pharmacies, LLC are held by PolyMedica

Corporation ("PolyMedica"). PolyMedica is also the indirect parent corporation of

Liberty Medical Supply, Inc. Membership interests in National Diabetic Pharmacies, LLC will not

be converted into cash or property.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

N/A

(Attach additional sheet if necessary)

5 of 7

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

N/A

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

N/A

(Attach additional sheet if necessary)

6 of 7

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

None

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

None

(Attach additional sheet if necessary)

7 of 7

FL007 - 12/25/05 CT System Online

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 SEP 19 AM 11:15