

m93266

Requester's Name

National Community Pharmacy
P.O. Box 18109
West Palm Beach, Florida
33416-8109

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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-02/14/00--01107--013
*****70.00 *****70.00

- 1. _____
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

00 APR - 4 PM 3:28
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

merger

S. PAYNE APR 5 - 2000

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

NATIONAL COMMUNITY PHARMACY, INC., a FL corp., M93266

INTO

NATIONAL COMMUNITY PHARMACY, INC., a Nevada corporation not
qualified in Florida.

File date: April 4, 2000

Corporate Specialist: Susan Payne



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 25, 2000

National Community Pharmacy
P.O. Box 18109
West Palm Beach, FL 33416-8109

SUBJECT: NATIONAL COMMUNITY PHARMACY, INC.
Ref. Number: M93266

We have received your document for NATIONAL COMMUNITY PHARMACY, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes. Enclosed is a merger form for your convenience.

The merger should contain original signatures.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 500A00009884

DIVISION OF CORPORATIONS

00 APR -1, AM 8:28

RECEIVED

FILED

00 APR -4 PM 3: 28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act., pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the **surviving** corporation are:

<u>Name</u>	<u>Jurisdiction</u>
<u>National Community Pharmacy, Inc.</u>	<u>Nevada</u> (Corporation)

Second: The name and jurisdiction of each **merging** corporation are:

<u>Name</u>	<u>jurisdiction</u>
<u>National Community Pharmacy, Inc.</u>	<u>Florida</u> (Corporation)
_____	_____
_____	_____
_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by **surviving** corporation – (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on **December 9, 1999.**

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on **December 9, 1999.**

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation are:

<u>Name</u>	<u>Jurisdiction</u>
<u>National Community Pharmacy, Inc.</u>	<u>Florida</u>

Second: The name and jurisdiction of each **merging** corporation are:

<u>Name</u>	<u>Jurisdiction</u>
<u>National Community Pharmacy, Inc.</u>	<u>Nevada</u>
_____	_____
_____	_____
_____	_____
_____	_____

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

The present shareholders of the Florida corporation will exchange their common stock in the Florida corporation in return for the same shares in the Nevada corporation. The Nevada corporation shall be the Surviving Entity. The merger shall occur upon approval of the merger by the States of Nevada and Florida.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The shareholders of the Florida corporation shall surrender their shares of common stock to the Nevada corporation and the Nevada corporation will issue shares of common stock of the Nevada corporation in the same amount to the surrendering shareholders.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

N/A

OR

Restated articles are attached:

other provisions relating to the merger are as follows:

PLAN AND AGREEMENT OF MERGER

BETWEEN

**NATIONAL COMMUNITY PHARMACY, INC., A FLORIDA CORPORATION,
AND NATIONAL COMMUNITY PHARMACY, INC., A NEVADA
CORPORATION**

This Plan and Agreement of Merger is made and entered into on the 9th day of Dec., 1999, by and between NATIONAL COMMUNITY PHARMACY, INC., A FLORIDA CORPORATION, (hereinafter the "Florida Corporation") and NATIONAL COMMUNITY PHARMACY, INC., A NEVADA CORPORATION, (hereinafter the "Nevada Corporation").

The Parties Recite:

A. The Florida Corporation is a corporation organized and existing under the laws of the State of Florida, its Articles of Incorporation having been filed on August 3, 1988.

B. The Nevada Corporation is a corporation organized and existing under the laws of the State of Nevada, its Articles of Incorporation having been filed on January 27, 1999.

C. The Florida Corporation is authorized to issue three million (3,000,000) shares of common stock, (\$.01) par value per share, with seven hundred thousand (700,000) shares issued and outstanding and held by the following shareholders:

1.	William T. Saeger	228,846 Shares
2.	Randall R. Shenk Trustee, of the Randall R. Shenk Trust, UA December 14, 1998 F.B.O Randal R. Shenk	228,847 Shares
3.	Jayne A. Dandley and Calvin J. Dandley, Co- Trustees U/A dated July 27, 1993	80,769 Shares
4.	George Nichols, Jr. Trustee, George J. Nichols Trust U/A 8/14/91	80,769 Shares
5.	Charles Kirsch	80,769 Shares

D. The Nevada Corporation is authorized to issue twenty-five hundred (1,000,000) shares of common stock, (\$.01) par value per share, with no shares issued and outstanding.

E. The Board of Directors of the constituent corporations have deemed it advisable that the Florida Corporation be merged into the Nevada Corporation with the Nevada Corporation remaining as the surviving corporation.

ARTICLE I

The Nevada Corporation and the Florida Corporation shall be merged into a single corporation, in accordance with the Laws of the State of Nevada and Florida, with the Florida Corporation merging into the Nevada Corporation, which shall be the surviving corporation.

ARTICLE II

The merger shall be effective upon the earliest date allowed by the laws of the State of Florida and Nevada, but not before January 3, 2000 (hereinafter the "Effective date of the Merger"). Upon the Effective Date of the Merger, the two corporations shall be a single corporation with the Nevada Corporation as the surviving corporation and the separate existence of the Florida Corporation shall cease.

ARTICLE III

The certificate of incorporation for the Nevada Corporation shall not be amended in any respect by reason of this Agreement.

ARTICLE IV

All shares of common stock of the Florida Corporation issued and outstanding will be exchanged for the same proportionate amount of shares of common stock in the Nevada Corporation as follows:

1.	William T. Saeger	2,288 Shares
2.	Randall R. Shenk Trustee, of the Randall R. Shenk Trust, UA December 14, 1998 F.B.O Randal R. Shenk	2,288 Shares
3.	Jayne A. Dandley and Calvin J. Dandley, Co- Trustees U/A dated July 27, 1993	808 Shares
4.	George Nichols, Jr. Trustee, George J. Nichols Trust U/A 8/14/91	808 Shares
5.	Charles Kirsch	808 Shares

ARTICLE V

Upon the effective date of the Merger, the Nevada Corporation agrees that it may be served with process in any proceeding for the enforcement of any obligation of the Florida Corporation, as well as the enforcement of any obligation of the Nevada Corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders allowed by law, and appoints the Secretary of State of Florida as its agent to accept service of process in any such suit or proceeding. The Secretary of Florida shall mail any such process to the Nevada Corporation at PO BOX 18109, West Palm Beach, Florida 33416-8109

ARTICLE VI

It is the intent of the parties that this transaction constitutes a tax-free exchange under Internal Revenue Code Section 368 et seq. The Parties agree to modify this Agreement as necessary to ensure the non-recognition of tax on their exchange.

In witness whereof, the Nevada Corporation and the Florida Corporation, pursuant to the approval and authority duly given by resolutions adopted by the their respective Board of Directors, have caused this Plan and Agreement of Merger to be executed by an authorized officer of each party thereto.

NATIONAL COMMUNITY PHARMACY, INC.

A NEVADA CORPORATION

by Calvin J. Dandley
its: Treasurer

NATIONAL COMMUNITY PHARMACY, INC.

A FLORIDA CORPORATION

by Remond B. Edwards
its: President