



264023

FILE  
2nd

ACCOUNT NO. : 072100000032

REFERENCE : 149634 4384197

AUTHORIZATION :

Patricia Pignato

COST LIMIT :

\$ ~~1000~~

437.50

ORDER DATE : February 26, 1999

ORDER TIME : 2:45 PM

ORDER NO. : 149634-010

CUSTOMER NO: 4384197

CUSTOMER: Lori Mohr, Paralegal  
Duane Morris & Heckscher LLP  
200 South Biscayne Blvd.  
Ste 3410  
Miami, FL 33131

FILED  
99 MAR -2 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

FEDCO AT MT. SINAI, INC.  
FEDCO OF BOCA RATON, INC.  
ET AL

900002790889--7

INTO

FEDERAL DISCOUNT CENTERS  
COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

70

XXX

CERTIFIED COPY

PLAIN STAMPED COPY

Menger

CONTACT PERSON: Cassandra Lamm/HBD

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

EXAMINER'S INITIALS:

CC

99 MAR -2 AM 10:50

RECEIVED

3-2-99

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

PINETREE OF CORAL GABLES, INC., a Florida corporation, 284071

KIMBERLY DRUG CO., a Florida corporation, 345004

SPENCER DRUG COMPANY, a Florida corporation, F77653

BDW CORP., a Florida corporation, 387325

GM DRUG COMPANY, a Florida corporation, 367567

WASHINGTON DRUG COMPANY, a Florida corporation, 258395

FEDCO MANAGEMENT SERVICES, INC., a Florida corporation, M44724

FEDCO OF BOCA RATON, INC., a Florida corporation, M47394

FEDCO AT MT. SINAI, INC., a Florida corporation, L65751

INTO

FEDERAL DISCOUNT CENTERS COMPANY which changed its name to

**FEDCO PHARMACIES, INC.**, a Florida corporation, 264023

File date: March 2, 1999

Corporate Specialist: Cheryl Coulliette

DUANE, MORRIS & HECKSCHER LLP

ATTORNEYS AT LAW

300 SOUTH BISCAYNE BOULEVARD, SUITE 3410  
MIAMI, FL 33131  
(305) 960-3200

DIRECT DIAL: (305) 960-2212

FAX  
(305) 960-2201

[www.duanemorris.com](http://www.duanemorris.com)

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NEWARK, NJ  
PALM BEACH, FL  
ALLENTOWN, PA  
HOUSTON, TX  
DOVER, DE

March 3, 1999

Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

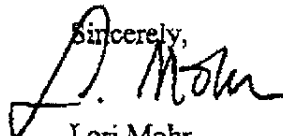
Re: Fedco Pharmacies, Inc.

Ladies/Gentlemen:

This letter will serve as an acknowledgment releasing the name of Fedco Pharmacies, Inc. The corporation was formed erroneously on February 22, 1999, and voluntarily dissolved on February 26, 1999. The corporation never elected officers, never issued shares and never conducted business.

As the Incorporator, I do not intent to revoke the dissolution, and do hereby authorize and acknowledge the release of the name Fedco Pharmacies, Inc.

Sincerely,

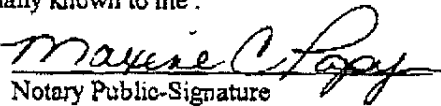



Lori Mohr

Incorporator of Fedco Pharmacies, Inc.

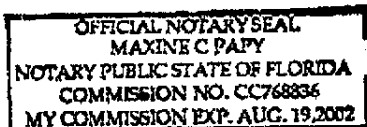
STATE OF FLORIDA )  
 ) : SS  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 3rd day of March, 1999 by Lori Mohr, Incorporator of Fedco Pharmacies, Inc. She is personally known to me.

  
Notary Public-Signature

  
[Print Name]

My Commission Expires:  
[NOTARIAL SEAL]



**ARTICLES OF MERGER**

**OF**

**FEDCO AT MT. SINAI, INC.,  
FEDCO OF BOCA RATON, INC.,  
FEDCO MANAGEMENT SERVICES, INC.,  
WASHINGTON DRUG COMPANY,  
PINETREE OF CORAL GABLES, INC.,  
GM DRUG COMPANY,  
BDW CORP.,  
SPENCER DRUG COMPANY  
AND KIMBERLY DRUG CO.**

**INTO**

**FEDERAL DISCOUNT CENTERS COMPANY**

**FILED**  
**99 MAR -2 PM 3:24**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations do hereby make and execute these Articles of Merger for the purpose of merging Fedco at Mt. Sinai, Inc., Fedco of Boca Raton, Inc., Fedco Management Services, Inc., Washington Drug Company, Pinetree of Coral Gables, Inc., GM Drug Company, BDW Corp., Spencer Drug Company and Kimberly Drug Co. into Federal Discount Centers Company (the "Merger").

A. The Plan of Merger is as follows:

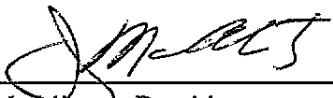
1. The name of each corporation to be merged is Fedco at Mt. Sinai, Inc., Fedco of Boca Raton, Inc., Fedco Management Services, Inc., Washington Drug Company, Pinetree of Coral Gables, Inc., GM Drug Company, BDW Corp., Spencer Drug Company and Kimberly Drug Co., each a Florida corporation (each individually a "Merging Corporation" and, collectively, the "Merging Corporations"), and Federal Discount Centers Company, a Florida Corporation ("Fedco"). The surviving corporation of the merger is Fedco, which will continue its existence as said surviving corporation under the name Fedco Pharmacies, Inc. upon the time the Merger is effective (the "Effective Time").
2. At the Effective Time, each issued and outstanding share of the common stock of each of the Merging Corporations shall cease to exist and certificates representing such shares shall be surrendered and canceled.

3. At the Effective Time, each share of capital stock of Fedco that was issued and outstanding immediately prior to the Effective Time shall not be converted or exchanged by reason of the Merger, but shall continue to represent the outstanding capital stock of the surviving corporation.
  4. Except for the change of name as provided in Paragraph 1 above, the Articles of Incorporation of Fedco in effect immediately prior to the Effective Time shall, from and after the Effective Time, be and continue to be the Articles of Incorporation of the surviving corporation, until amended or changed as provided by law.
- B. The Effective Time of the Merger shall be upon the filing of these Articles of Merger with the Florida Secretary of State.
- C. The Plan of Merger was approved by the sole shareholder and the sole director of each Merging Corporation and Fedco by joint written consent on 3-2-, 1999.

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

Dated: \_\_\_\_\_, 1999.

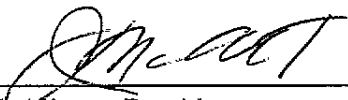
FEDCO AT MT. SINAI, INC., a Florida corporation

By:   
Jerry McAlister, President

FEDCO OF BOCA RATON, INC., a Florida corporation

By:   
Jerry McAlister, President

FEDCO MANAGEMENT SERVICES, INC., a Florida corporation

By:   
Jerry McAlister, President

WASHINGTON DRUG COMPANY, a Florida corporation

By:   
Jerry McAlister, President

PINETREE OF CORAL GABLES, INC., a Florida corporation

By:   
Jerry McAlister, President

GM DRUG COMPANY, a Florida corporation

By:   
Jerry McAlister, President

BDW CORP., a Florida corporation

By:   
Jerry McAlister, President

SPENCER DRUG COMPANY, a Florida corporation

By:   
Jerry McAlister, President

KIMBERLY DRUG CO., a Florida corporation

By:   
Jerry McAlister, President

FEDERAL DISCOUNT CENTERS COMPANY, a Florida corporation

By:   
Jerry McAlister, President