

550669

(Requestor's Name)

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(City/State/Zip/Phone #)

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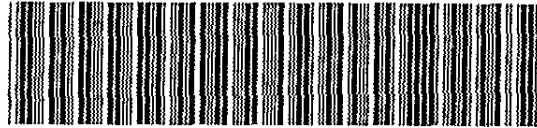
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

Merger
@ 4/25/03

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

K&B FLORIDA CORPORATION, a Florida entity, H87163.

INTO

RITE AID OF FLORIDA, INC., a Florida entity, 550669.

File date: April 22, 2003

Corporate Specialist: Irene Albritton

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: RITE AID OF FLORIDA, INC.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mary Lou Egan
(Name of person)

Rite Aid Corporation
(Name of firm/company)

30 Hunter Lane
(Address)

Camp Hill, PA 17011
(City/state and zip code)

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03 APR 22 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Mary Lou Egan at (717) 760-7803
(Name of person) (Area code & daytime telephone number)

☐ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

(Profit Corporations)

First: The name and jurisdiction of the surviving corporation:

Second: The name and jurisdiction of each merging corporation:

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03 APR 22 PM 4:01
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Rite Aid of Florida, Inc.

Robert E. Smith

Robert B. Sari, Secretary

K & B Florida Corporation

[Signature]

Robert B. Sari, Secretary

UNANIMOUS WRITTEN CONSENT BY DIRECTORS
TO MERGE
K & B FLORIDA CORPORATION
INTO
RITE AID OF FLORIDA, INC.

The undersigned, being all of the directors of RITE AID OF FLORIDA, INC., a Florida Corporation and K & B FLORIDA CORPORATION, a Florida corporation, in lieu of a special meeting of the directors in accordance with the provisions of Florida Business Corporation Act, Section 607.1105, F.S., hereby unanimously consent to the adoption of the following resolution:

RESOLVED: that K & B Florida Corporation shall be merged into Rite Aid of Florida, Inc. according to the following Plan of Merger.

PLAN OF MERGER OF
K & B FLORIDA CORPORATION
INTO
RITE AID OF FLORIDA, INC.

1. Merger. The parties to the merger are K & B FLORIDA CORPORATION and RITE AID OF FLORIDA, INC., both Florida corporations. K & B FLORIDA CORPORATION shall be merged with and into RITE AID OF FLORIDA, INC. and the separate corporate existence of K & B FLORIDA CORPORATION shall thereby cease and RITE AID OF FLORIDA, INC. shall be the surviving corporation, and shall continue under the same name.

2. Manner of Converting Shares. The manner and basis of converting the shares of K & B FLORIDA CORPORATION into shares of the surviving corporation, RITE AID OF FLORIDA, INC. is as follows:

(a) At the Effective Date, each issued and outstanding share of common stock of K & B FLORIDA CORPORATION shall, by virtue of the Merger, and without any action on the part of the holder thereof, be converted into one (1) share of common stock of RITE AID OF FLORIDA, INC.

(b) Each certificate evidencing ownership of shares of the common stock of RITE AID OF FLORIDA, INC. on the Effective Date as held by RITE AID OF FLORIDA, INC. in its treasury shall continue to evidence ownership of the same number of shares of RITE AID OF FLORIDA, INC. common stock.

(c) Each share of common stock of RITE AID OF FLORIDA, INC. issued and outstanding on the Effective Date shall not be

converted or exchanged but shall remain outstanding as shares of RITE AID OF FLORIDA, INC.

3. Exchange of Shares. As soon as practicable after the Effective Date, each holder of an outstanding certificate or certificates representing shares of the common stock of K & B FLORIDA CORPORATION shall surrender the same to the Secretary of RITE AID OF FLORIDA, INC. for cancellation or transfer, and shall receive in exchange a certificate of certificates representing one (1) share of common stock of RITE AID OF FLORIDA, INC. for every one (1) share of common stock previously represented by the stock certificates surrendered.

4. Indebtedness. All debts, liabilities, and other obligations of K & B FLORIDA CORPORATION shall be assumed by RITE AID OF FLORIDA, INC. without any change in the terms of such indebtedness.

5. Articles of Incorporation. The Articles of Incorporation of RITE AID OF FLORIDA, INC. as in effect on the Effective Date of the Merger shall continue in full force and effect as the Articles of Incorporation of RITE AID OF FLORIDA, INC. and shall not be changed or amended by the Merger. RITE AID OF FLORIDA, INC. reserves the right and power, after the Effective Date of the Merger, to alter, amend, change or repeal any of the provisions contained in its Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on officers, directors or stockholders herein are subject to this reservation.

6. Bylaws. The Bylaws of RITE AID OF FLORIDA, INC. as such Bylaws exist on the Effective Date of the Merger, shall remain and be the Bylaws of RITE AID OF FLORIDA, INC. until altered, amended or repealed, or until new Bylaws shall be adopted in accordance with the provisions thereof, the Articles of Incorporation, or in the manner permitted by the applicable provisions of law.


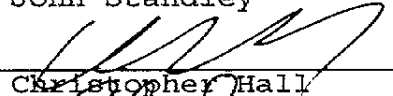
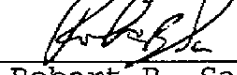
7. Effect of Merger. On the Effective Date of the Merger, the separate existence of K & B FLORIDA CORPORATION shall cease except to the extent continued by statute and all of its property, rights, privileges, and franchises, of whatsoever nature and description, shall be transferred to, vest in, and devolve upon RITE AID OF FLORIDA, INC. without further act or deed. Confirmatory deeds, assignments or other like instruments, when deemed desirable by RITE AID OF FLORIDA, INC. to evidence such transfer, vesting or devolution of any property, right, privilege or franchise, shall at any time, or from time to time, be made and delivered in the name K & B FLORIDA CORPORATION by

the last acting officers thereof, or by the corresponding officers of the surviving corporation. All debts, liabilities, and other obligations of K & B FLORIDA CORPORATION shall be assumed by RITE AID OF FLORIDA, INC. without any change in the terms of such indebtedness.


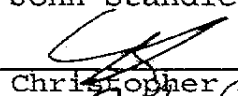
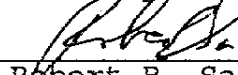
8. Filing of Articles of Merger. The officers of RITE AID OF FLORIDA, INC. shall execute in duplicate the Articles of Merger and deliver them to the Secretary of State of the State of Florida.

9. Effective Date. The effective date of this Merger shall be the date on which the Articles of Merger are filed with the Secretary of State.

K & B FLORIDA CORPORATION

By: 
John Standley
By: 
Christopher Hall
By: 
Robert B. Sari

RITE AID OF FLORIDA, INC.

By: 
John Standley
By: 
Christopher Hall
By: 
Robert B. Sari