

856904

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MERGER OR SHARE EXCHANGE

PHARMACY CORPORATION OF AMERICA

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6-20-29

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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>Pharmacy Corporation of America</u>	<u>California</u>	<u>856904</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>Express Pharmacy Services, Inc.</u>	<u>Florida</u>	<u>K51730</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 06 / 30 / 2009 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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 _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on June 16th, 2009 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 _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on June 16th, 2009 and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Pharmacy Corporation of

America

Howard Green

Thomas A. Caneris, Vice President and

Secretary

Express Pharmacy

Services, Inc.

Howard L. Brown

Thomas A. Caneris, Vice President and

Secretary

PLAN OF MERGER

This Plan of Merger is entered into by and among Express Pharmacy Services, Inc., a Florida Corporation (the "Merging Corporation"), and Pharmacy Corporation of America, a California corporation (the "Surviving Corporation"). The Merging Corporation shall be merged with and into the Surviving Corporation (the "Merger"). The Surviving Corporation and the Merging Corporation are collectively referred to as the "Constituent Entities."

1. **MERGER.** As of June 30, 2009 (the "Effective Date"), the Surviving Corporation shall continue its corporate existence under the laws of the State of California, and the separate existence and corporate organization of the Merging Corporation, except insofar as it may be continued by operation of law, shall be terminated and cease.

2. **TRANSFER OF ASSETS AND LIABILITIES.** On the Effective Date, the rights, privileges, powers and franchises, both of a public as well as of a private nature, of the Merging Corporation shall be vested in and possessed by the Surviving Corporation, subject to all of the restrictions, disabilities and duties of or upon the Merging Corporation; and all and singular, rights, privileges, powers and franchises of the Merging Corporation, and all property, real, personal and mixed, of the Merging Corporation, and all debts due to the Merging Corporation on whatever account, and all things in action or belonging to the Merging Corporation shall be transferred to and vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest, shall be thereafter the property of the Surviving Corporation as they were of the Merging Corporation, and the title to any real estate vested by deed or otherwise in the Merging Corporation shall not revert or be in any way impaired by reason of the Merger; provided, however, that the liabilities of the Merging Corporation and of its respective shareholder, directors, member, managers and officers shall not be affected and all rights of creditors and all liens upon any property of the Merging Corporation shall be preserved unimpaired, and any claim existing or action or proceeding, whether civil, criminal or administrative, pending by or against the Merging Corporation may be prosecuted as if the Merger had not been consummated (except as they may be modified with the consent of such creditors), or the Surviving Corporation may be substituted in such action or proceeding for the Merging Corporation, and all debts, liabilities and duties of or upon the Merging Corporation shall attach to the Surviving Corporation, and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

3. **CAPITAL STOCK OF THE MERGING CORPORATION.** All of the issued and outstanding shares of the Merging Corporation shall, on the Effective Date, be cancelled without consideration and the existing shares of Pharmacy Corporation of America are not affected by the Merger and shall remain and continue as the shares of the Surviving Corporation ("Shares"), with each Share having the same voting rights and a right to an equal share of the Surviving Corporations profits, losses and distributions.

4. **DIRECTORS.** The directors of the Surviving Corporation immediately preceding the Effective Date shall continue to be the directors of the Surviving Corporation on and after the Effective Date, to serve until the expiration of their terms and until their successors are elected and qualified.

5. **OFFICERS.** The officers of the Surviving Corporation immediately preceding the Effective Date shall continue to be the officers of the Surviving Corporation on and after the Effective Date, to serve at the pleasure of its directors.

6. **PRINCIPAL OFFICE.** The principal office of the Surviving Corporation shall be located at 1901 Campus Place, Louisville, KY 40299.

7. **FURTHER ASSURANCES.** The Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out the Merger.

8. **APPRAISAL RIGHTS.** Pursuant to Section 607.1104(b)(4) of the Florida Statutes, the Shareholders of the Subsidiary Corporation who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to Section 607.1321 of the Florida Statutes, may be entitled, if they comply with the provisions of the Florida Statutes regarding appraisal rights, to be paid the fair value of their shares.

9. **COUNTERPARTS.** In order to facilitate the filing and recording of this Plan of Merger, the same may be executed in any number of counterparts and via facsimile, each of which shall be deemed to be an original.

[Signature page follows]

IN WITNESS WHEREOF, the parties have executed this Agreement as of the 16th day of June, 2009.

EXPRESS PHARMACY SERVICES, INC.

By: Thomas A. Caneris
Name: Thomas A. Caneris
Title: VP & Secretary

PHARMACY CORPORATION OF AMERICA

By: Thomas A. Caneris
Name: Thomas A. Caneris
Title: VP & Secretary

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