

70000002569

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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FILED
12 FEB 13 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB 14 2012
C. MUSTAIN

FF Amend

FARRIS BOBANGO BRANAN PLC
ATTORNEYS AT LAW

999 S. Shady Grove Road, Suite 500 / Memphis, TN 38120
901-259-7100 / Fax 901-259-7150
www.farrisbobango.com

January __, 2012

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Application by Foreign Profit Corporation to File Amendment to
Application for Authorization to Transact Business in Florida for
Comprehensive Pharmacy Services, Inc. (Florida Document Number
F00000002569)

Dear Sir or Madam:

Enclosed please find for filing the Application by Foreign Profit Corporation to File
Amendment to Application for Authorization to Transact Business in Florida for
Comprehensive Pharmacy Services, Inc. along with a check made payable to the Florida
Secretary of State in the amount of \$35.00 representing the required filing fee. Please
send any correspondence to the following address:

Farris Bobango Branam PLC
Attn: Chris Hamilton
999 S. Shady Grove, Suite 500
Memphis, Tennessee 38120

If you have any questions or concerns regarding this matter, please do not hesitate to
contact me at (901)259-7128 or chamilton@farris-law.com.

Sincerely,

FARRIS BOBANGO BRANAN PLC



Chris Hamilton



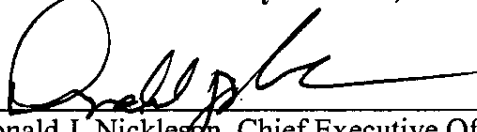
**PROFIT CORPORATION APPLICATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA
OF
INSTITUTIONAL PHARMACY SERVICES, INC.**

Pursuant to § 607.1504 Florida Statutes, Institutional Pharmacy Services, Inc. doing business in Florida as Comprehensive Pharmacy Services, Inc. (the "Corporation") hereby submits this profit application to file amendment to application for authorization to transact business in Florida:

1. The Document Number to be amended is F00000002569.
2. The name of the Corporation as it appears on the records of the Department of State is Institutional Pharmacy Services, Inc., with a cross reference name of Comprehensive Pharmacy Services, Inc.
3. The Corporation was originally incorporated under the laws of the State of California.
4. The Corporation was authorized to do business in Florida on May 9, 2000.
5. The Corporation has changed jurisdiction of incorporation to the State of Delaware.
6. Attached is a Certificate of Conversion, evidencing the change to the jurisdiction of incorporation, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Delaware Secretary of State.

In Witness Whereof, this Application was executed this 2nd day of February, 2012.

Institutional Pharmacy Services, Inc.


Donald J. Nickleson, Chief Executive Officer

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "COMPREHENSIVE PHARMACY SERVICES, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF CONVERSION, FILED THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2011, AT 4:08 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2011, AT 11:58 O'CLOCK P.M.

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2011, AT 4:08 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2011, AT 11:58 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2011, AT 4:09 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2011, AT 11:59 O'CLOCK P.M.



5088982 8100H

120014029

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9276624

DATE: 01-05-12

Delaware

PAGE 2

The First State

CERTIFICATE OF MERGER, FILED THE TWENTY-NINTH DAY OF
DECEMBER, A.D. 2011, AT 4:10 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF
DECEMBER, A.D. 2011, AT 11:59 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-NINTH DAY OF
DECEMBER, A.D. 2011, AT 4:11 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF
DECEMBER, A.D. 2011, AT 11:59 O'CLOCK P.M.

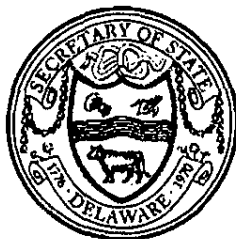
CERTIFICATE OF MERGER, FILED THE TWENTY-NINTH DAY OF
DECEMBER, A.D. 2011, AT 4:12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF
DECEMBER, A.D. 2011, AT 11:59 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION, "COMPREHENSIVE PHARMACY SERVICES, INC.".

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120014029



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9276624

DATE: 01-05-12

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:07 PM 12/29/2011
FILED 04:08 PM 12/29/2011
SRV 111357885 - 5088982 FILE


**CERTIFICATE OF CONVERSION
FROM A NON-DELAWARE CORPORATION
TO A DELAWARE CORPORATION
PURSUANT TO SECTION 265 OF THE
DELAWARE GENERAL CORPORATION LAW**

The undersigned, pursuant to Section 265 of the Delaware General Corporation Law, hereby executes, acknowledges, and files the following Certificate of Conversion From a Non-Delaware Corporation to a Delaware Corporation:

1. The jurisdiction where Comprehensive Pharmacy Services, Inc. (the "Non-Delaware Corporation") first formed is California.
2. The jurisdiction immediately prior to filing this Certificate is California.
3. The date the Non-Delaware Corporation first formed is October 3, 1979.
4. The name of the Non-Delaware Corporation immediately prior to filing this Certificate of Conversion is Comprehensive Pharmacy Services, Inc.
5. The name of the Corporation set forth in the Certificate of Incorporation is Comprehensive Pharmacy Services, Inc.
6. The effective time and date of this Certificate of Conversion shall be 11:58 p.m. on December 31, 2011.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of Comprehensive Pharmacy Services, Inc. has executed this Certificate of Conversion as of the 26th day of December, 2011.

Comprehensive Pharmacy Services, Inc.


Donald J. Nickleson, Chief Executive Officer

**RESOLUTION OF THE BOARD OF DIRECTORS
TO WITHDRAW ALTERNATE FOR USE IN FLORIDA
OF
COMPREHENSIVE PHARMACY SERVICES, INC.**

Pursuant to 617.1506 Florida Statutes, the undersigned sets forth the following resolution:

I, Donald J. Nickleson, do hereby certify that on December 23, 2011, the Board of Directors of Comprehensive Pharmacy Services, Inc., a corporation duly existing under the laws of the State of Delaware, adopted a resolution withdrawing the alternate name of Institutional Pharmacy Services, Inc. in the State of Florida as its real name is now available in Florida.

Dated February 2, 2012.

Comprehensive Pharmacy Services, Inc.



Donald J. Nickleson, Chief Executive Officer.