

FO40000006178

Division of Corporations

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Florida Department of State  
Division of Corporations  
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MERGER OR SHARE EXCHANGE  
CATALYST RX, INC.

Certificate of Status	0
Certified Copy	1
Page Count	10
Estimated Charge	\$78.75

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AOL  
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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Catalyst Rx, Inc.  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Bruce Meige or Donate Gardner  
Contact Person

Catalyst Health Solutions, Inc.  
Firm/Company

800 King Farm Blvd, 4th floor  
Address

Rockville, MD 20850  
City/State and Zip Code

dgardner@chsi.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Donate Gardner  
Name of Contact Person

At ( 240 ) 268-5856  
Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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**ARTICLES OF MERGER**

(Profit Corporations)

2010 JUN 22 PM 12:58

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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>Catalyst Rx, Inc.</u>	<u>Nevada</u>	<u>FD4000006178</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>Managed Healthcare Systems, Inc.</u>	<u>Florida</u>	<u>P94000014758</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 \_\_\_\_\_ (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 June 21, 2010.

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 June 21, 2010.

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

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or  
Director


Typed or Printed Name of Individual & Title

Catalyst Rx, Inc.



David T. Blair, President and CEO

Managed Healthcare Systems, Inc.



David T. Blair, President and CEO

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## **PLAN OF MERGER**

(Non Subsidiaries)

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

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

Name

Jurisdiction

Catalyst Rx, Inc.

Nevada

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

Name

Jurisdiction

Managed Healthcare Systems, Inc.

Florida

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

In accordance with the Plan of Merger between the surviving and merging entities (attached hereto as Exhibit 1), Managed Healthcare Systems, Inc. shall be merged with and into Catalyst Rx, which shall be the surviving corporation at the effective time and date of the merger. The surviving corporation shall continue to exist under its present name and the existence of Managed Healthcare Systems, Inc. shall cease at the effective time and date of the merger. The merger shall take place in accordance with the Plan of Merger approved by the sole shareholder of each entity, per Unanimous Written Consents dated June 21, 2010.

**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:

*(Attach additional sheets if necessary)*

**THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:**

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

The Articles of Incorporation of Catalyst Rx at the effective time and date of the merger shall be the Articles of Incorporation of the surviving corporation and such Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the applicable provisions of the Nevada Revised Statutes.

**OR**

Restated articles are attached:

n/a

Other provisions relating to the merger are as follows:

The Plan of Merger adopted by the sole shareholder of Managed Healthcare Systems, Inc. and the sole shareholder of Catalyst Rx, stipulates the following additional provisions.

- The present By-Laws of Catalyst Rx will be the By-Laws of the surviving corporation.
- The directors and officers in office of Catalyst Rx at the effective time and date of the merger shall be the members of the Board of Directors and the officers of the surviving corporation.
- Each issued shares of the non-surviving corporation immediately prior to the effective time and date of the merger shall at the effective time and date of the merger be cancelled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

Plan of Merger

This PLAN OF MERGER (this "Plan") has been adopted by Managed Healthcare Systems, Inc., a Florida corporation ("MHS") by unanimous vote of its sole shareholder, Catalyst Health Solutions, Inc., a Delaware corporation ("CHSI"), and has been adopted by Catalyst Rx, a Nevada corporation ("Catalyst Rx"), by unanimous vote of its sole shareholder, CHSI, all of which actions were effective on June 21, 2010. This Plan contemplates the merger of MHS with and into Catalyst Rx, with Catalyst Rx as the surviving corporation.

1. MHS shall, pursuant to the Section 607.1107 of the Florida Business Corporation Act and pursuant to Section 92A.190 of the Nevada Revised Statutes, be merged with and into Catalyst Rx, which shall be the surviving corporation at the effective time and date of the merger and which is sometimes referred to herein as the "surviving corporation" and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Nevada Revised Statutes applicable to private corporations. The separate existence of MHS, which is sometimes referred to herein as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the laws of the State of Florida.
2. The Articles of Incorporation of Catalyst Rx at the effective time and date of the merger shall be the Articles of Incorporation of the surviving corporation and such Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the applicable provisions of the Nevada Revised Statutes.
3. The present By-Laws of Catalyst Rx will be the By-Laws of the surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the applicable provisions of the Nevada Revised Statutes.
4. The directors and officers in office of Catalyst Rx at the effective time and date of the merger shall be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the By-Laws of the surviving corporation.
5. Each issued shares of the non-surviving corporation immediately prior to the effective time and date of the merger shall at the effective time and date of the merger be cancelled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.
6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the Florida Business Corporation Act, and the Plan Merger here made and approved shall be submitted to the sole shareholder of the surviving corporation for its approval or rejection in the manner prescribed by the applicable provisions of the Nevada Revised Statutes.

EXHIBIT 1

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the Florida Business Corporation Act, and in the event that the Plan shall have been approved by the sole shareholder of the surviving corporation in the manner prescribed by the applicable provisions of the Nevada Revised Statutes, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida or the State of Nevada, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.
8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of the Plan or of the merger herein provided for.