F95000002440

Document Number Only

CT CORPORATION SYSTEM

Requestor's Name

660 EAST JEFFERSON STREET

Address

TALLAHASSEE	FL	32301	222-1092
City	State	Zip	Phone

1000014993̶61
-05/18/95--01059--014
*****70.00 *****70.00

CORPORATION(S) NAME

American Pharmaceutical Services, Inc.

RECEIVED
95 MAY 18 AM 11:23
DIVISION OF CORPORATIONS

(✓) Profit ( ) NonProfit ( ) Limited Liability	( ) Amendment	( ) Merger
(✓) Foreign	( ) Dissolution/Withdrawal	( ) Mark
( ) Limited Partnership ( ) Reinstatement	( ) Annual Report ( ) Reservation	( ) Other ( ) Change of R.A. ( ) Fict. Filing
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( ) Call When Ready (✓) Walk In ( ) Mail Out	( ) Call if Problem ( ) Will Wait	( ) After 4:30 (✓) Pick Up

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

3:00
5-18-95

PLEASE RETURN EXTRA COPIES FILE STAMPED

CR2E031 (1-89)

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. American Pharmaceutical Services, Inc.
(Name of corporation: must include the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 18 PM 12: 09

2. Delaware
(State or country under the law of which it is incorporated)

3. March 1, 1991
(Date of Incorporation)

4. Perpetual
(Duration)

5. 94-1736287
(Federal Employer Identification number, if applicable)

6. Upon Qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 15415 Katy Freeway, Houston, Texas 77094
(Current mailing address)

8. Any and all lawful purposes.
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and street addresses of officers and or directors:

A. Directors:

Chairman: See attached list of directors

Address:

Vice Chairman: See attached list of directors

Address:

Director: See attached list of directors

Address:

Director:

Address:

(FLA.-2189 - 2/1/92)

B. Officers:

President: See attached list of officers

Address: ______

Vice President: ______

Address: ______

Secretary: ______

Address: ______

Treasurer: ______

Address: ______

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
85 MAY 16 PM 12 09

(if needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. **Name and Street address of Florida registered agent:**

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation ,Florida 33324

Zip Code

11. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System

Registered agent's signature: E. Wayne Patt

(Officer)

E. Wayne Patterson, Assistant Vice President

(Typed Name and Title of Officer)

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

13. ______

(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. SYDNEY K. BOONE, JR. VICE PRESIDENT + SECT

(Name and capacity of person signing application)

(FLA.-2189)

AMERICAN PHARMACEUTICAL SERVICES, INC.

OFFICERS AND DIRECTORS

President	William R. Korslin
Vice President	C. William Frank
Vice President and Secretary	Sydney K. Boone, Jr.
Director	Edward L. Kuntz
Director	Leroy D. Williams

All at: 15415 Katy Freeway, Suite 800, Houston, TX 77094

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 18 PM 12:09

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICAN PHARMACEUTICAL SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF MAY, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 18 PM 12:09

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 7502836

DATE: 05-11-95

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F95000002440

ARTICLES OF MERGER
Merger Sheet

MERGING:

DRIFTWOOD PHARMACY SERVICES, INC., a Florida corporation, document number L57044

into

AMERICAN PHARMACEUTICAL SERVICES, INC., a Delaware corporation F95000002440

File date: September 26, 1996, effective September 30, 1996

Corporate Specialist: Karen Gibson

F95000002440

Document Number Only

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96 SEP 26 PM 1:03
DIVISION OF CORPORATIONS

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96 SEP 26 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address

222-1092

City State Zip Phone

EFFECTIVE DATE
9-30-96

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-09/26/96--01031--029
*****70.00 *****70.00

CORPORATION(S) NAME

Driftwood Pharmacy Services, Inc.
into
American Pharmaceutical Services, Inc.

( ) Profit ( ) NonProfit ( ) Limited Liability Co.	( ) Amendment	(X) Merger
( ) Foreign	( ) Dissolution/Withdrawal	( ) Mark
( ) Limited Partnership ( ) Reinstatement	( ) Annual Report ( ) Reservation	( ) Other ( ) Change of R.A. ( ) Fictitious Name Filing
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( ) Call When Ready (●) Walk In ( ) Mail Out	( ) Call if Problem ( ) Will Wait	( ) After 4:30 (●) Pick Up

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

9/26

Merger
9/30

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TALLAHASSEE, FLORIDA

CR2E031 (1-89)

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
96 SEP 30 PM 12:35
DIVISION OF CORPORATION

September 27, 1996

CT CORPORATION SYSTEM

TALLAHASSEE, FL 32301

SUBJECT: AMERICAN PHARMACEUTICAL SERVICES, INC.
Ref. Number: F95000002440

We have received your document for AMERICAN PHARMACEUTICAL SERVICES, INC. and your check(s) totaling $70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 996A00044459

please
backdate

CT CORP

EFFECTIVE DATE 9-30-96

FILED
96 SEP 25 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
DRIFTWOOD PHARMACY SERVICES, INC.
INTO
AMERICAN PHARMACEUTICAL SERVICES, INC.

Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of merger:

FIRST: American Pharmaceutical Services, Inc. is a corporation organized under the laws of the State of Delaware owning at least 80 percent of the shares of Driftwood Pharmacy Services, Inc., a corporation organized under the laws of the State of Florida.

SECOND: The plan of merger was adopted by the board of directors of American Pharmaceutical Services, Inc., a copy of which is attached hereto as Exhibit A. The Plan of Merger was adopted by the shareholders on September 25, 1996.

THIRD: The pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates therefor is provided for as follows: American Pharmaceutical Services, Inc. is the sole stockholder of Driftwood Pharmacy Services, Inc., and Living Centers Holding Company, a Delaware corporation, is the sole stockholder of American Pharmaceutical Services, Inc. No new shares wil be issued in connection with this merger.

FOURTH: Shareholders of the subsidiary who, except for the applicability of this section, would be entitled to vote and who dissent from the merger pursuant to Section 607.1320 F.S., may be entitled, if they comply with the provisions of this Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

FIFTH: A copy or summary of the plan of merger was mailed by the parent corporation on the 25th day of September, 1996, to each shareholder of the subsidiary who did not waive the mailing requirement in writing.

SIXTH: The effective date of the merger is September 30, 1996, at 11:59 p.m.

Signed this 25th Day of September, 1996.

AMERICAN PHARMACEUTICAL SERVICES, INC.

By: ____________________

Name: SYDNEY K. BOONE, JR.

Title: VICE PRES

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099613/0849

DRIFTWOOD PHARMACY SERVICES, INC.

By: ______________________

Name: [illegible] K. [illegible], Jr.

Title: Vice Pres

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Agreement and Plan of Merger"), dated as of September 20, 1996, by and among American Pharmaceutical Services, Inc., a Delaware corporation ("APS"), on the one hand, and Driftwood Pharmacy Services, Inc., a Florida corporation that is a wholly-owned subsidiary of APS ("DPS"), and Mauch Care - Atlanta, Inc., a Georgia corporation that is a wholly-owned subsidiary of APS ("MCA"), on the other hand;

W I T N E S S E T H:

WHEREAS, APS is a corporation organized and existing under an by virtue of the laws of the State of Delaware and having 1,000 shares of common stock, $0.01 par value per share, issued and outstanding; and

WHEREAS, DPS is a corporation organized and existing under and by virtue of the laws of the State of Florida and having 500 shares of common stock, $10.00 par value per share, issued and outstanding; and

WHEREAS, MCA is a corporation organized and existing under and by virtue of the laws of the State of Georgia and having 2,500 shares of common stock, no par value per share, issued and outstanding; and

WHEREAS, the sole shareholder of APS is Living Centers Holding Company, a Delaware corporation ("LCHC"), and the sole shareholder of each of DPS and MCA is APS; and

WHEREAS, the Boards of Directors of all of the parties hereto deem it desirable and in the best interests of the respective corporations and their sole shareholders that DPS and MCA be merged into and with APS, such that APS will be the surviving corporation of the merger and consolidation, whose name upon giving effect to such merger shall be "American Pharmaceutical Services, Inc." and which is hereinafter sometimes called the "Surviving Corporation", as authorized by the statutes of the States of Florida, Georgia and Delaware and under and pursuant to the terms and conditions herein set forth, and each such Board of Directors has duly approved of and authorized the terms and conditions of this Agreement and Plan of Merger and consolidation;

NOW, THEREFORE, in consideration of the mutual promises and covenants, and subject to the terms and conditions herein set forth, the parties hereto hereby agree as follows:

1. The name and state of incorporation of each of the corporations proposing to merge and consolidate are:

Name	State of Incorporation
American Pharmaceutical Services, Inc.	Delaware
Driftwood Pharmacy Services, Inc.	Florida
Mauch Care - Atlanta, Inc.	Georgia

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2. The parties hereto shall be merged into a single corporation by DPS and MCA merging into and with APS, the Surviving Corporation, which Surviving Corporation shall survive the merger pursuant to, and shall be deemed to continue to exist under and be governed by, the provisions of the General Corporation Law of the State of Delaware, and whose name, upon and after the effectiveness of the merger, shall be "American Pharmaceutical Services, Inc." The address of the registered or principal office of the Surviving Corporation in its state of incorporation shall be 1209 Orange Street, Wilmington, Delaware, 19801. Upon such merger, the separate corporate existence of each of DPS and MCA shall cease and terminate, and the Surviving Corporation shall become the owner, without other transfer, of all the rights, franchises and properties, of every type and nature, of each of DPS and MCA, and shall become subject to all the debts and liabilities of each of DPS and MCA to the extent such companies were subject to such debts and liabilities.

3. The Certificate of Incorporation and By-laws of the Surviving Corporation shall, upon the merger's becoming effective, be the Certificate of Incorporation and By-laws, respectively, of APS as in effect immediately prior to the effective date of the merger and without any further changes therein until the same shall be altered, amended, or repealed or until a new Certificate of Incorporation or By-laws are adopted as provided therein and by law.

4. The names and addresses of the persons who shall constitute the Board of Directors and officers of the Surviving Corporation are those names and addresses of the persons who constitute the Board of Directors and officers, respectively, of APS immediately prior to the effective date of the merger.

5. Shares of stock of each of APS, DPS and MCA shall be converted, exchanged or cancelled as follows:

(a) Outstanding Shares of APS: The 1,000 shares of common stock, $0.01 par value per share, of APS that are issued and outstanding on the effective date of the merger, which shares are all held by LCHC, shall remain outstanding as shares of common stock, $0.01 par value per share, of the Surviving Corporation, which shares of the Surviving Corporation shall continue to be issued, outstanding, fully paid and non-assessable.

(b) Outstanding Shares of DPS and MCA: The (i) 500 shares of common stock, $10.00 par value per share, of DPS that are issued and outstanding on the effective date of the merger, which shares are all held by APS, and (ii) 2,500 shares of common stock, no par value per share, of MCA that are issued and outstanding on the effective date of the merger, which shares are all held by APS, shall together and in the aggregate be automatically cancelled.

6. This Agreement and Plan of Merger shall be submitted to the respective sole shareholders of the parties hereto for their approval in the manner provided by the applicable laws of the States of Florida, Georgia and Delaware. After approval thereof by the sole shareholders of such corporations in the manner provided by the applicable laws of the States of Florida, Georgia and Delaware, all required documents shall be executed, filed and recorded and all required acts shall be done in order to accomplish the merger under the provisions of the applicable laws of the States of Florida, Georgia and Delaware.

7. This Agreement and Plan of Merger may be terminated and abandoned by action of the Board of Directors of APS at any time prior to the filing and recording of all required documents under the laws of the States of Florida, Georgia and Delaware, whether before or after approval by the respective sole shareholders of the corporate parties hereto.

8. This Agreement shall become effective as of 11:59 p.m. September 30, 1996.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger and consolidation to be duly executed by their respective officers effective on and as of the date above written.

AMERICAN PHARMACEUTICAL SERVICES, INC., a Delaware corporation

ATTEST: Boyd P. Gentry
Name: BOYD P GENTRY
Title: VP

By:
Name: SYDNEY K. BOONE, JR
Title: VP & SECT

DRIFTWOOD PHARMACY SERVICES, INC., a Florida corporation

ATTEST: Boyd P. Gentry
Name: BOYD P. GENTRY
Title: VP

By:
Name: SYDNEY K BOONE JR
Title: VP & SEC

MAUCH CARE - ATLANTA, INC., a Georgia corporation

ATTEST: Boyd P. Gentry
Name: BOYD P GENTRY
Title: VP

By:
Name: SYDNEY K. BOONE JR
Title: VP & SEC

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