

Document Number Only
F46000004358

CI CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

200001931842
-08/26/96--01016--024
*****70.00 *****70.00

FILED
96 AUG 26 PM 1:10
SECRET
TALLAHASSEE, FLORIDA

Allied Pharmacy Management, Inc.

- ☒ Profit
☐ NonProfit
☐ Limited Liability Co.
☒ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Certified Copy
☐ Call When Ready
☒ Walk In
☐ Mail Out
- ☐ Amendment
☐ Dissolution/Withdrawal
☐ Annual Report
☐ Reservation
☐ Photo Copies
☐ Call if Problem
☐ Will Wait
- ☐ Merger
☐ Mark
☐ Other
☐ Change of R.A.
☐ Fictitious Name Filing
☐ CUS
☐ After 4:30
☒ Pick Up
- 8/26

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

8/26

RECEIVED
96 AUG 26 PM 12:42
DIVISION OF CORPORATION

APPLICATION BY A 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. ALLIED PHARMACY MANAGEMENT, INC.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "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.)

2. TEXAS

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

3. 75-2091355

(FEI number, if applicable)

4. DECEMBER 31, 1985

(Date of Incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. PENDING

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.1501(8).))

7. 8615 FREEPORT PARKWAY, SUITE 250

IRVING, TEXAS 75063

(Current mailing address)

8. ANY LAWFUL BUSINESS UNDER THE LAWS OF TEXAS AND FLORIDA

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: CT CORPORATION System

Office Address: 1200 S. PINE ISLAND ROAD

PLANTATION

, Florida,

33324

(Zip Code)

10. 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.

Jinnie Bryan JINNIE BRYAN
(Registered agent's signature) SPECIAL ASSISTANT SECRETARY

11. 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.

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: ROBERT D. WALTER

Address: 5555 GLENDON COURT

DUBLIN, OHIO 43016

Vice Chairman: JOHN C. KANE

Address: 5555 GLENDON COURT

DUBLIN, OHIO 43016

Director:

Address:

Director:

Address:

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: THE ADDRESS OF ALL OFFICERS ON THE ATTACHED LIST IS

Address: 5555 GLENDON COURT

DUBLIN, OHIO 43016

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

GAYLON FRUIT, Vice President

(Typed or printed name and capacity of person signing application)

96 AUG 26 PM 4:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: ROBERT D. WALTER

Address: 5555 GLENDON COURT

DUBLIN, OHIO 43016

Vice Chairman: JOHN C. KANE

Address: 5555 GLENDON COURT

DUBLIN, OHIO 43016

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: THE ADDRESS OF ALL OFFICERS ON THE ATTACHED LIST

Address: 5555 GLENDON COURT

DUBLIN, OHIO 43016

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. _____

GAYLON FRUIT, Vice President

(Typed or printed name and capacity of person signing application)

FILED
95 AUG 26 PM 1:40
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

DIRECTORS AND OFFICERS OF ALLIED PHARMACY MANAGEMENT, INC.

<u>Name</u>	<u>Office</u>
Robert D. Walter	Chairman
John C. Kane	Vice Chairman, President and Chief Executive Officer
David Bearman	Executive Vice President - Finance
George H. Bennett, Jr.	Executive Vice President, General Counsel and Secretary
Carole W. Tomko	Senior Vice President - Human Resources
Kristan Covey	Vice President, Corporate Development
Gaylon Fruit	Vice President
Michael Gooden	Vice President, Sales and Marketing
James D. Shelton	Vice President, Chief Financial Officer, Treasurer and Assistant Secretary
Thomas S. Summer	Vice President - Assistant Treasurer
Glenn L. Martin	Vice President - Taxes
Allen Zimmerman	Vice President, Hospital Operations

FILED
96 AUG 26 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



The State of Texas

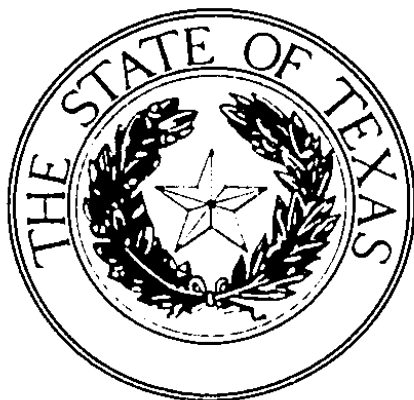
SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

ALLIED PHARMACY MANAGEMENT, INC.
CHARTER NO. 780379-00


were filed in this office and a certificate of incorporation was issued on
DECEMBER 31, 1985;

**IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.**



IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on August 22, 1996.

FILED
96 AUG 26 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Antonio O. Garza, Jr.
Secretary of State

MAC

F96000004358

OLNEY THOMAS & WINTERS
A PROFESSIONAL CORPORATION

TELEPHONE (512) 474-1120

POST OFFICE BOX 1148
AUSTIN, TEXAS 78707

1200 TEXAS COMMERCE BANK BUILDING
700 LAVACA AVENUE
AUSTIN, TEXAS 78701

FAX (512) 474-1120

FILED
96 DEC 23 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 20, 1996

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

000002011610--9
-11/21/96--01095--001
*****35.00 *****35.00

To Whom it May Concern:

Enclosed please find the completed Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida, Certificate of Merger verifying name change in Texas and a check for \$35.00 to cover the filing fee.

I understand that the application will be processed within 5 - 7 days and an acknowledgement letter with date of change will be sent when completed. Please feel free to contact me if there are any problems with the application.

Sincerely,

Darrell D. Zurovec
Darrell D. Zurovec

DDZ:ctm
Enclosures
210715

cc: Chris J. Mollet
Gaylon Fruit

~~W96-25642~~
N/C

VS DEC 26 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 12, 1996

DARRELL D. ZUROVEC
POST OFFICE BOX 1148
AUSTIN, TX 78767

SUBJECT: ALLIED PHARMACY MANAGEMENT, INC.
Ref. Number: F96000004358

We have received your document for **ALLIED PHARMACY MANAGEMENT, INC.** and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 596A00055688

CLARK, THOMAS & WINTERS

A PROFESSIONAL CORPORATION

TELEPHONE (512) 472-8800

POST OFFICE BOX 1148
AUSTIN, TEXAS 78707

FAX (512) 474-1120

1200 TEXAS COMMERCIAL BANK BUILDING
700 LAVACA STREET
AUSTIN, TEXAS 78701

December 20, 1996

VIA FEDERAL EXPRESS

Velma Shepard
Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Allied Pharmacy Management, Inc.
Reference No.: F9600004358
CTW File No.: 11443-6

Dear Ms. Shepard:

As per your letter dated December 12, 1996, please find enclosed an original, duly authenticated Certificate from the Secretary of State of the State of Texas evidencing the fact that Allied Pharmacy Management, Inc. changed its name to APS Pharmacy Management, Inc. I have also enclosed a copy of the relevant Articles of Merger, your December 12th letter, and the Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida.

I understand that the Application will be processed within 5-7 days and an acknowledgement letter with date of change will be sent when completed. Please feel free to contact me if there are any problems with the application.

Yours truly,


Darrell D. Zurovec

DDZ:ba
Enclosures
213823

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
96 DEC 23 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. ALLIED PHARMACY MANAGEMENT, INC.

Name of corporation as it appears on the records of the Department of State.

2. TEXAS

Incorporated under laws of

3. AUGUST 26, 1996

Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? AUGUST 30, 1996

5. APS PHARMACY MANAGEMENT, INC.

Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

Gaylon Fruit
Signature

11/19/96
Date

GAYLON FRUIT

Typed or printed name

VICE-PRESIDENT OF LICENSURE

Title



The State of Texas

SECRETARY OF STATE

I, ANTONIO O. GARZA, JR., Secretary of State of Texas, DO HEREBY CERTIFY that Articles of Merger of **ALLIED PHARMACY, INC.**, a **TEXAS** corporation, and **ALLIED PHARMACY MANAGEMENT, INC.**, a **TEXAS** corporation, were filed in this office on **AUGUST 30, 1996**, for which a certificate of merger was issued; and that according to the terms of the merger the surviving corporation is **ALLIED PHARMACY MANAGEMENT, INC.**, a **TEXAS** corporation, which then changed its name to **APS PHARMACY MANAGEMENT, INC.**



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on December 19, 1996.

Antonio O. Garza, Jr.

Antonio O. Garza, Jr.
Secretary of State

MAC

FILED
In the Office of the
Secretary of State of Texas
AUG 30 1996
NC, Corporations Section

2. Number of Outstanding Shares and Designation by Class. As to each of the undersigned corporations, the number of shares outstanding and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
Allied Pharmacy, Inc.	525,000	common	525,000
Allied Pharmacy Management, Inc.	2,369,137	common	2,369,137

3. Voting. As to each of the undersigned corporations, the total number of shares voted for and against the Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against the Plan, respectively, are as follows:

Name of Corporation	Number of Shares		Class	Entitled to Vote as a Class	
	Total Voted For	Total Voted Against		Voted For	Voted Against
Allied Pharmacy, Inc.	525,000	0	common	525,000	0
Allied Pharmacy Management, Inc.	2,369,137	0	common	2,369,137	0

DATED as of August 29, 1996.

ALLIED PHARMACY, INC.

By: James D. Shelton
James D. Shelton, Vice President

ALLIED PHARMACY MANAGEMENT, INC.

By: James D. Shelton
James D. Shelton, Vice President

AGREEMENT AND PLAN OF MERGER

OF

ALLIED PHARMACY, INC.
(A Texas Corporation)

WITH AND INTO

ALLIED PHARMACY MANAGEMENT, INC.
(A Texas Corporation)

THIS AGREEMENT AND PLAN OF MERGER, dated as of the 29th day of August, 1996 (the "Agreement"), pursuant to the Texas Business Corporation Act (the "TBCA"), by and among Allied Pharmacy, Inc., a Texas corporation ("API") and Allied Pharmacy Management, Inc., a Texas corporation ("APM") (API and APM hereinafter are sometimes collectively referred to as the "Constituent Corporations").

WITNESSETH:

WHEREAS, API is a corporation duly organized and validly existing under the laws of the State of Texas; and the authorized capital stock of API consists of 1,000,000 shares of common stock, no par value, 525,000 shares of which are issued and outstanding;

WHEREAS, APM is a corporation duly organized and validly existing under the laws of the State of Texas; and the authorized capital stock of APM consists of (i) 10,000,000 shares of Class A Common Stock, \$.01 par value, of which 2,369,137 are issued and outstanding, (ii) 10,000,000 shares of Class B Common Stock, \$.01 par value, none of which are issued and outstanding, and (iii) 5,000,000 shares of Preferred Stock, \$1.00 par value, none of which are issued and outstanding;

WHEREAS, the Board of Directors of each of the Constituent Corporations deems it advisable and in the best interests of their respective corporations and their respective shareholders that API merge with and into APM as provided herein (the "Merger") and by resolutions duly adopted has approved and adopted the form, terms and provisions of this Agreement;

WHEREAS, the Constituent Corporations desire to consummate the Merger in accordance with the provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the premises and the mutual agreements hereinafter set forth, in accordance with the provisions of applicable law, the parties hereby agree as follows:

ARTICLE I

General

1.01. The Merger. The Constituent Corporations agree to effect the Merger, subject to the terms and conditions herein set forth. This Agreement and Plan of Merger shall be submitted to all of the shareholders of API and APM entitled to vote with respect to the subject matter hereof (the "Shareholders"), for adoption and approval in accordance with the TBCA, by contents in writing executed by the Shareholders of each of the Constituent Corporations.

1.02. Surviving Corporation. Upon the Effective Date, as defined in Section 1.08 hereof, the Merger shall be accomplished by merging API with and into APM (APM is hereinafter sometimes referred to as the "Surviving Corporation"), and the separate existence of API except insofar as continued by law shall cease.

1.03. Articles of Incorporation and Bylaws of Surviving Corporation. At the Effective Date, the Articles of Incorporation of APM shall be and remain the Articles of Incorporation of the Surviving Corporation, as amended by this Agreement and Plan of Merger. At the Effective Date, the Bylaws of APM shall be and remain the Bylaws of the Surviving Corporation, until altered, amended or repealed.

1.04. Directors of the Surviving Corporation. The number of the first directors of the Surviving Corporation shall be one (1), and such person shall hold office until his or her successor shall have been duly elected and have qualified or until his or her resignation or removal, either according to law or the Bylaws of the Surviving Corporation. The name and address of the first director of the Surviving Corporation are:

<u>Name</u>	<u>Address</u>
Robert D. Walter	5555 Glendon Court Dublin, Ohio 43016

If on the Effective Date any vacancy shall exist in the Board of Directors of the Surviving Corporation, such vacancy may thereafter be filled in the manner provided in the Bylaws of the Surviving Corporation.

1.05. Officers of the Surviving Corporation. The officers of the Surviving Corporation are:

<u>Name</u>	<u>Office</u>
Robert D. Walter	Chairman
John C. Kane	Vice Chairman, President and Chief Executive Officer

David Bearman

Executive Vice President - Finance

George H. Bennett, Jr.

Executive Vice President - General Counsel
and Secretary

Carole W. Tomkn

Senior Vice President - Human Resources

Kristan Convey

Vice President, Corporate Development

Gaylon Fruit

Vice President

Michael Gooden

Vice President, Sales and Marketing

James D. Shelton

Vice President, Chief Financial Officer,
Treasurer and Assistant Secretary

Thomas S. Summer

Vice President - Assistant Treasurer

Glenn L. Martin

Vice President - Taxes

Allen Zimmerman

Vice President, Hospital Operations

The officers shall hold office until their successors shall have been duly elected and have qualified or until their resignation or removal, either according to law or the Bylaws of the Surviving Corporation.

1.06. Properties and Liabilities. Upon the Effective Date, API shall be merged into the Surviving Corporation and the separate existence of API shall cease. The Surviving Corporation shall, from and after the Effective Date, possess all the rights, privileges, immunities, powers and franchises of whatsoever nature and description, of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and all of the rights, privileges, immunities, powers and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due to any of the Constituent Corporations on whatever account, for stock subscriptions as well as all other things in action of or belonging to or due to each Constituent Corporation shall be vested in the Surviving Corporation; and all property, rights, privileges, immunities, powers and franchises, and all and every other interest shall be thereafter as effectively the property of the Surviving Corporation as they were of the several and respective Constituent Corporations, and the title to any real estate vested by deed or otherwise and any leasehold interests in any of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger. All rights of creditors and all liens upon the property of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities, obligations and duties of the Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if the said debts, liabilities, obligations and duties had been incurred or contracted by it. Any claim existing or action or proceeding, whether civil, criminal or administrative, pending by or against any Constituent Corporation may be prosecuted to judgment or decree as if the Merger had not taken place or the Surviving Corporation may be substituted in such action or proceeding.

Upon the effectiveness of the Merger, all intercorporate indebtedness among the Constituent Corporations will be eliminated.

1.07. Additional Acts. API hereby agrees that at any time, or from time to time, as and when requested by the Surviving Corporation, or by its successors and assigns, it will execute and deliver, or cause to be executed or delivered in its name by its last acting officers, or by the corresponding officers of the Surviving Corporation, all such conveyances, assignments, transfers, deeds or other instruments, and will take or cause to be taken such further or other action as the Surviving Corporation, its successors or assigns, may deem necessary, desirable or appropriate in order to evidence the transfer, vesting or devolution of any property, right, privilege, immunity or franchise, or to vest or perfect in or confirm to the Surviving Corporation, its successors and assigns, title to and possession of all the property, rights, privileges, powers, immunities, franchises and interests referred to in this Article I and otherwise to carry out the intent and purposes hereof.

1.08. Effective Date. The Effective Date of the Merger of API with and into APM shall be August 29, 1996.

ARTICLE II

Capital Stock of the Surviving Corporation

2.01. Conversion of Shares. The manner of the conversion of the common stock of API upon the Effective Date shall be as hereinafter set forth in this Section 2.01. The issued and outstanding shares of the common stock of API immediately prior to the Effective Date, all of which are held by APM, and all rights in respect thereof shall thereupon, by virtue of the Merger and without any further action on the part of APM, shall be permanently cancelled.

ARTICLE III

Amendment of Articles of Incorporation of the Surviving Corporation

3.01. Amendment to Articles of Incorporation. Effective as of the Effective Date, Article I of the Articles of Incorporation of the Surviving Corporation is hereby amended so as to read as follows:

ARTICLE I

The name of the Corporation is APS Pharmacy Management, Inc.

IN WITNESS WHEREOF, this Agreement has been executed as of the day and year first written above.

ALLIED PHARMACY, INC.

By: James D. Shelton
James D. Shelton, Vice President

ALLIED PHARMACY MANAGEMENT, INC.

By: James D. Shelton
James D. Shelton, Vice President

CLARK, THOMAS & WINTERS
A PROFESSIONAL CORPORATION

TELEPHONE (512) 474-8800

POST OFFICE BOX 1146
AUSTIN, TEXAS 78707

FAX (512) 474-1120

1200 TEXAN COMMERCIAL BANK BUILDING
700 LAVACA STREET
AUSTIN, TEXAS 78701

F96 000004358

January 24, 1997

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: APS Pharmacy Management, Inc., ~~Nan Dan Corporation and Professional Rx Systems, Inc.~~

To Whom it May Concern:

This letter is to inform you that the mailing address has changed for the following corporations: APS Pharmacy Management, Inc., Nan Dan Corporation and Professional Rx Systems, Inc. The new address is as follows:

1771 W. Diehl
Suite 210
Naperville, IL 60563

Thank you for your attention to this matter.

Yours truly,

Margaret M. Masters

Margaret M. Masters
Paralegal

MMM:ba

11443-6
215654

F96-4358

1/25/97