

F97000006931

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

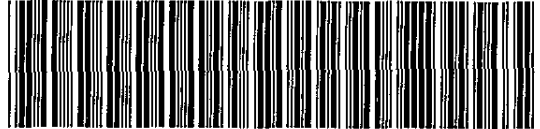
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATION



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 948224 4352697

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 70.00

ORDER DATE : March 28, 2006

ORDER TIME : 10:18 AM

ORDER NO. : 948224-005

CUSTOMER NO: 4352697

60.00

ARTICLES OF MERGER

PRESCRIBIT RX, LLC

601-21978

INTO

HUMANA PHARMACY, INC.

F97-6931

EFFECTIVE DATE: 3/31/2006 AT 11:59 PM

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman

EXAMINER'S INITIALS: _____

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 29, 2006

HEATHER CHAPMAN
CSC
TALLAHASSEE, FL

SUBJECT: HUMANA PHARMACY, INC.
Ref. Number: F97000006931

RESUBMIT
Please give original
submission date as file date.

We have received your document for HUMANA PHARMACY, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The Merger documents must contain the address of the survivor's principal office in its home jurisdiction.

Also, there must be a statement that the surviving entity has agreed to pay any members with appraisal rights, the amount to which such members are entitled under ss. 608.4351-608.43595.

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 (850) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 706A00021394

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ARTICLES OF MERGER

OF

HUMANA PHARMACY, INC.
a Delaware corporation

AND

PRESCRIBIT RX, LLC
a Florida limited liability company

The following Articles of Merger have been duly adopted in accordance with Section 8-264 of the Delaware General Corporation Law and Section 608.438 of the Florida Limited Liability Company Act:

First: The name and jurisdiction of the surviving corporation ("Surviving Corporation") is:

<u>Name</u>	<u>Jurisdiction</u>
Humana Pharmacy, Inc.	Delaware

Second: The name and jurisdiction of the merging entity ("Merging Entity") is:

<u>Name</u>	<u>Jurisdiction</u>
PrescriBIT Rx, LLC	Florida

Third: On the Effective Date (as defined below), Merging Entity shall be merged with and into Surviving Corporation and the separate existence of Merging Entity shall cease (the "Merger"). Surviving Corporation is the surviving corporation of the Merger. A copy of the Plan of Merger is attached hereto as Exhibit A and made a part hereof by reference as if fully set forth herein.

Fourth: The Merger shall become effective at 11:59 P.M. on March 31, 2006 (the "Effective Date").

Fifth: In accordance with Section 608.4231 of the Florida Limited Liability Company Act, the Plan of Merger was approved by the Board of Managers and Sole Member of the Merging Entity by Written Consent dated March 24, 2006. In accordance with Section 8-264 of the Delaware General Corporation Law, the Plan of Merger was approved by Written Consent of the Board of Directors and sole Shareholder of the Surviving Corporation.

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- Sixth:** The Surviving Entity has agreed to pay any members of the Merging Entity with appraisal rights the amount to which such members are entitled under Sections 608.4251-608.43595 of the Florida Limited Liability Company Act.
- Seventh:** The address of the principal office of the Surviving Entity in the jurisdiction in which it was incorporated is: Humana Pharmacy, Inc., c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.
- Eighth:** The Surviving Entity is qualified to transact business in Florida and has agreed to receive service of process in a proceeding to enforce obligations of the Merging Entity, including any appraisal rights of its members under Sections 608.4251-608.43595 of the Florida Limited Liability Company Act, through Surviving Entity's registered agent, Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301-2525.

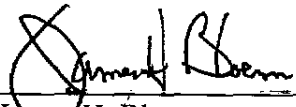
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IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the Constituent Corporations by their duly authorized officers as of March 27, 2006.

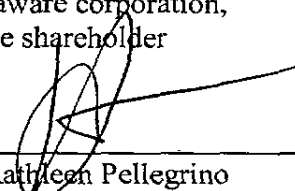
PRESCRIBIT RX, LLC

By: HUMANA INC.,
a Delaware corporation,
its sole Member

By: 
James H. Bloem
Senior Vice President, Chief Financial
Officer & Treasurer

HUMANA PHARMACY, INC.

By: HUMANA INC.,
a Delaware corporation,
its sole shareholder

By: 
Kathleen Pellegrino
Vice President

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

Agreement and Plan of Merger ("Plan of Merger") effective as of March 27, 2006 between PrescribIT Rx, LLC, a Florida limited liability company ("PrescribIT"), and Humana Pharmacy Inc., a Delaware corporation ("Humana").

1. The Merger. At the Effective Time of the Merger (as defined in Section 2 below), in accordance with Section 608.438 of the Florida Limited Liability Company Act (the "Florida Act") and Section 8-264 of the Delaware General Corporation Law (the "DGCL") and the terms of this Plan of Merger, PrescribIT will be merged with and into Humana (the "Merger"), the separate corporate existence of PrescribIT shall cease, and Humana shall continue its corporate existence under the laws of Delaware under its present name (the "Surviving Company"). (PrescribIT and Humana are collectively referred to as the "Constituent Companies.")

2. Effective Time of the Merger. The Merger shall become effective upon 11:59 P.M. March 31, 2006 (the "Effective Time of the Merger") prior to which the following actions shall have in all respects been completed :

a. This Plan of Merger has been approved by the Member of PrescribIT in accordance with the requirements of the Florida Act; and by the sole shareholder of Humana in accordance with Section 8-264 of the DGCL.

b. A Certificate of Merger has been executed and verified and filed in the office of the Secretary of State of Delaware; and

c. Articles of Merger have been executed and verified and filed in the office of the Secretary of State of Florida.

3. Manner and Basis of Converting Securities. At the Effective Time of the Merger, by virtue of the Merger and without any action on the part of the parties or otherwise:

(a) all membership interest units of PrescribIT (the "PrescribIT Units") that are outstanding immediately prior to the Effective Time of the Merger shall, by virtue of the Merger, be canceled without payment of any consideration and without any conversion;

(b) the holder of PrescribIT Units shall cease to have any rights with respect to the PrescribIT Units; and

(c) each share of Humana issued and outstanding before the Effective Time of the Merger shall remain issued and outstanding and shall not be affected by the Merger.

5. Representations and Warranties of PrescribIT. PrescribIT represents and warrants to Humana as follows:

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(a) Corporate Status. PrescriBIT is a limited liability company duly organized, validly existing and in good standing under the laws of the State of Florida and is qualified to do business in all states in which the nature of its business or the character or ownership of its properties makes qualification necessary.

(b) Corporate Authority. PrescriBIT has full corporate power and authority to enter into this Plan of Merger and to carry out its obligations under this Plan of Merger and will deliver to Humana at or prior to the Effective Time of the Merger a certified copy of resolutions of its sole Member authorizing execution of this Plan of Merger and its performance under this Plan of Merger.

(c) Due Authorization. Execution of this Plan of Merger and performance by PrescriBIT under this Plan of Merger has been duly authorized by all requisite corporate action on the part of PrescriBIT, and this Plan of Merger constitutes a valid and binding obligation of PrescriBIT and performance under this Plan of Merger will not violate any provision of PrescriBIT's Operating Agreement.

6. Representations and Warranties of Humana. Humana represents and warrants to PrescriBIT as follows:

(a) Corporate Status. Humana is a corporation duly organized, validly existing and in good standing under the laws of the State of Delaware and is qualified to do business in all states in which the nature of its business or the character or ownership of its properties makes qualification necessary.

(b) Corporate Authority. Humana has full corporate power and authority to enter into this Plan of Merger and to carry out its obligations under this Plan of Merger and will deliver to PrescriBIT at or prior to the Effective Time of the Merger a certified copy of resolutions authorizing execution of this Plan of Merger its performance under this Plan of Merger.

(d) Due Authorization. Execution of this Plan of Merger and performance by Humana under this Plan of Merger has been duly authorized by all requisite corporate action on the part of Humana, and this Plan of Merger constitutes a valid and binding obligation of Humana and performance under this Plan of Merger will not violate any provision of Humana's Articles of Incorporation and Bylaws.

7. Effect of the Merger. The Surviving Company shall possess and retain every interest in all assets and property of every description, wherever located, of each of the Constituent Companies. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Companies shall be vested in the Surviving Company without further act or deed. The title to and all interests in all real estate vested in either of the Constituent Companies shall be vested in the Surviving Company without further act or deed. The title to and all interests in real estate vested in either of the Constituent Companies shall not revert or in any way be impaired by reason of the Merger. All obligations belonging to or due each of the Constituent Companies shall be vested in the Surviving

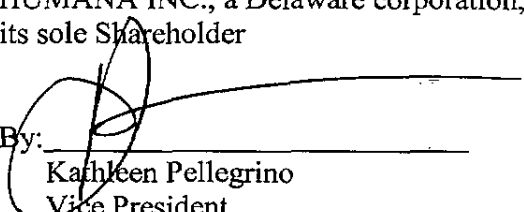
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Company without further act or deed. The Surviving Company shall be liable for all of the obligations of each of the Constituent Companies existing as of the Effective Time of the Merger.

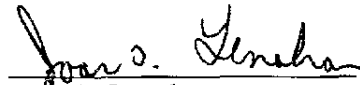
IN WITNESS WHEREOF, each of the parties has caused this Plan of Merger to be executed as of the date first written above.

HUMANA PHARMACY, INC.

By: HUMANA INC., a Delaware corporation,
its sole Shareholder

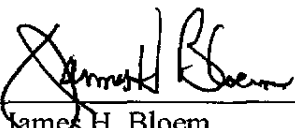
By: 
Kathleen Pellegrino
Vice President

ATTEST

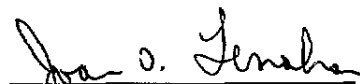
By: 
Joan O. Lenahan
Secretary

PRESCRIBIT RX, LLC

By: HUMANA INC., a Delaware corporation,
its sole Member

By: 
James H. Bloem
Senior Vice President, Chief Financial
Officer and Treasurer

ATTEST

By: 
Joan O. Lenahan
Secretary

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