



THE UNITED STATES
CORPORATION
COMPANY

F98000003755

ACCOUNT NO. : 072100000032

REFERENCE : 969806 4333422

AUTHORIZATION :

COST LIMIT : \$ 157.50

Patricia Pzyt

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 SEP 23 PM 2:53

FILED

ORDER DATE : September 22, 1998

ORDER TIME : 9:32 AM

ORDER NO. : 969806-010

CUSTOMER NO: 4333422

CUSTOMER: Mr. John S. Mulhollan
Baker & Hostettler
Suite 2100
65 East State Street
Columbus, OH 43215

300002646923--6

EFFECTIVE DATE
9-30-98

ARTICLES OF MERGER

CARDINAL FLORIDA, INC. AND
SOLOMONS COMPANY

INTO

CARDINAL MISSISSIPPI, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

See 9/23

RECEIVED
98 SEP 23 AM 9:52
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 23, 1998

CSC
DEBORAH SCHRODER
TALLAHASSEE, FL

SUBJECT: CARDINAL MISSISSIPPI, INC.
Ref. Number: F98000003755

RESUBMIT
Please give original
submission date as file date.

We have received your document for CARDINAL MISSISSIPPI, INC. and the authorization to debit your account in the amount of \$157.50. However, the document has not been filed and is being returned for the following:

An original, duly authenticated certificate from the state of incorporation/organization evidencing the name change of the surviving corporation, must be submitted with the merger.

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 598A00047998

RECEIVED
DIVISION OF CORPORATIONS
21:21 PM 12:12
98 SEP 30

ARTICLES OF MERGER
Merger Sheet

MERGING:

SOLOMONS COMPANY, INCORPORATED IN GEORGIA, a Georgia
corporation, P12076

CARDINAL FLORIDA, INC., a Florida corporation, V67509

INTO

**CARDINAL MISSISSIPPI, INC. which changed its name to CARDINAL
SOUTHEAST, INC., a Mississippi corporation, F98000003755**

File date: September 23, 1998, effective September 30, 1998

Corporate Specialist: Teresa Brown

Account number: 072100000032

Account charged: 157.50

EFFECTIVE DATE

9-30-98

FILED

98 SEP 23

PM 2:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

CARDINAL FLORIDA, INC.
(A Florida Corporation)

AND

SOLOMONS COMPANY
(A Georgia Corporation)

INTO

CARDINAL MISSISSIPPI, INC.
(A Mississippi Corporation)

To the Department of State
State of Florida

In accordance with the requirements of Section 607.1105 of the Florida Business Corporation Act (the "Act"), the undersigned hereby submit the following articles of merger:

1. The names of the constituent corporations are Cardinal Florida, Inc., a business corporation organized under the laws of the State of Florida ("Cardinal Florida"), Solomons Company, a business corporation organized under the laws of the State of Georgia ("Solomons") (Cardinal Florida and Solomons are sometimes hereinafter collectively referred to as the "Disappearing Corporations" and individually as a "Disappearing Corporation"), and Cardinal Mississippi, Inc., a business corporation organized under the laws of the State of Mississippi (the "Surviving Corporation"). The foregoing corporations are sometimes hereinafter collectively referred to as the "Constituent Corporations" or individually as a "Constituent Corporation."

2. Attached hereto as Exhibit A, and made a part hereof, is the Plan and Agreement of Merger (the "Plan of Merger") for the merger of the Disappearing Corporations with and into the Surviving Corporation, as approved by the sole director and sole shareholder of the Constituent Corporations.

3. On September 15, 1998, the Plan of Merger was approved and adopted by the sole director of Cardinal Florida by written consent in accordance with the provisions of Section 607.0704 of the Act, and by the sole shareholder of Cardinal Florida by written consent in accordance with the provisions of Section 607.0821 of the Act.

4. On September 15, 1998, the Plan of Merger was approved and adopted by the sole director and sole shareholder of Solomons.

5. On September 15, 1998, the Plan of Merger was approved and adopted by the sole director and sole shareholder of the Surviving Corporation.

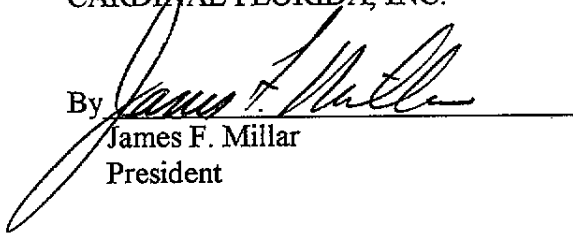
6. The merger of the Disappearing Corporations with and into the Surviving Corporation is permitted by the laws of the jurisdiction of organization of the Surviving Corporation and all requisite actions have been taken by the Surviving Corporation to authorize the Plan of Merger in compliance with said laws.

7. The merger provided for in these Articles of Merger shall be effective in the State of Florida at 11:59 p.m. on September 30, 1998.

CARDINAL FLORIDA, INC.

September 15, 1998

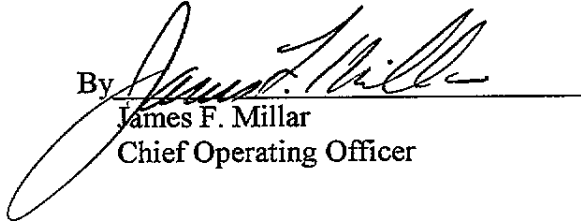
By


James F. Millar
President

SOLOMONS COMPANY

September 15, 1998

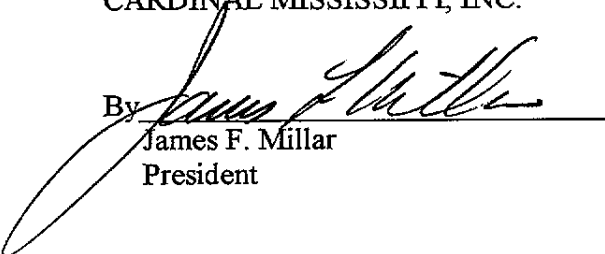
By


James F. Millar
Chief Operating Officer

CARDINAL MISSISSIPPI, INC.

September 15, 1998

By


James F. Millar
President

PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger (the "Agreement") is made September 15, 1998 among Cardinal Mississippi, Inc., a Mississippi corporation for profit (the "Surviving Corporation"), Cardinal Florida, Inc., a Florida corporation for profit ("Cardinal Florida"), and Solomons Company, a Georgia corporation for profit ("Solomons") (Cardinal Florida and Solomons are sometimes hereinafter referred to collectively as the "Disappearing Corporations" and individually as a "Disappearing Corporation"). The Surviving Corporation and the Disappearing Corporations are sometimes hereinafter collectively referred to as the "Constituent Corporations" and individually as a "Constituent Corporation."

Background Information

A. The Constituent Corporations are wholly-owned (100%) subsidiaries of Cardinal Health, Inc., an Ohio corporation.

B. The boards of directors of the Constituent Corporations have determined that it is in the best interests of the Constituent Corporations to cause the Disappearing Corporations to merge with and into the Surviving Corporation pursuant to the laws of the States of Florida, Georgia and Mississippi.

Statement of Agreement

The parties hereby acknowledge the accuracy of the above Background Information and hereby agree as follows:

§1. At the time when the merger contemplated by this Agreement (the "Merger") becomes effective, as provided in §7 below (the "Effective Time"), the Disappearing Corporations shall merge into the Surviving Corporation, and the Surviving Corporation shall be the only continuing and surviving corporation in the Merger and shall continue to exist under Mississippi law. At the Effective Time the name of the Surviving Corporation shall be "Cardinal Southeast, Inc."

§2. At the Effective Time, the Articles of Incorporation of the Surviving Corporation shall be amended by deleting Article I in its entirety and by adopting the following in its place:

ARTICLE I

The name of the Corporation is "Cardinal Southeast, Inc."

§3. Except as amended pursuant to §2 of this Agreement, the Articles of Incorporation of the Surviving Corporation immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation after the Effective Time.

§4. The Bylaws of the Surviving Corporation existing immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation after the Effective Time, until amended in accordance with Mississippi law.

§5. The directors and officers of the Surviving Corporation immediately prior to the Effective Time shall continue to hold such offices after the Effective Time, pursuant to the Bylaws of the Surviving Corporation.

§6. Each common share of the Surviving Corporation which is issued and outstanding immediately prior to the Effective Time shall be unchanged and shall remain issued and outstanding after the Effective Time. As of the Effective Time, all shares of the capital stock of the Disappearing Corporations shall be deemed extinguished, and all rights with respect to such shares shall cease to exist. Promptly following the Effective Time, the former shareholder of the Disappearing Corporations shall surrender for cancellation the certificates for the shares of the Disappearing Corporations.

§7. The Merger shall be effective as of 11:59 P.M. on September 30, 1998.

§8. At the Effective Time, and as a result of the Merger, the Surviving Corporation shall possess all assets and property of every description, and every interest therein, wherever located, and the rights, privileges, powers, franchises and authority, of a public as well as of a private nature, of each of the Constituent Corporations; obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the title to any real estate vested by deed or otherwise in each of the Constituent Corporations shall be vested in the Surviving Corporation and shall not revert or be in any way impaired by reason of the Merger; all rights of creditors and all liens upon any property of the Constituent Corporations shall be preserved unimpaired; and all debts, liabilities, and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it.

§9. This Agreement may be amended at any time prior to the filing of the Articles of Merger with the Secretary of State by an agreement in writing executed in the same manner as this Agreement after authorization of such action by the boards of directors of the Constituent Corporations, but no such amendment shall materially alter or change the substance or effect of this Agreement or be prohibited by law.

§10. Each of the parties shall file all certificates, instruments, documents and take such other actions, as are deemed necessary or appropriate to effectuate the Merger and all other transactions contemplated by this Agreement, including, but not limited to, filing articles of merger, payment of filing fees, franchise taxes and conveyance fees, obtaining all regulatory approvals, and filing all foreign corporation qualifications necessary or appropriate to conduct the business of the Surviving Corporation following the Merger.

§11. Each of the parties shall file the appropriate statements and information with the Internal Revenue Service to properly reflect the transaction as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

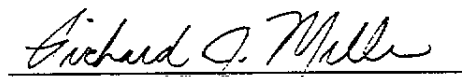
§12. This Agreement may be executed simultaneously in one or more counterparts, each of which shall be deemed to be a duplicate original, but all of which, taken together, shall be deemed to constitute a single instrument.

§13. This Agreement may be terminated and the Merger abandoned by the board of directors of any of the Constituent Corporations at any time prior to the Effective Time for any reason, upon notice to the other Constituent Corporations.

§14. This Agreement shall inure to the benefit of and be binding upon the respective successors and assigns (including successive, as well as immediate, successors and assigns) of the parties hereto.

Attest:

CARDINAL FLORIDA, INC.
A Florida Corporation

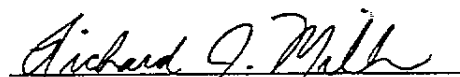

Richard J. Miller
Assistant Secretary

By



James F. Millar
President

Attest:

SOLOMONS COMPANY
A Georgia Corporation


Richard J. Miller
Assistant Secretary

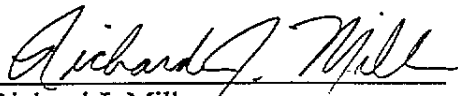
By

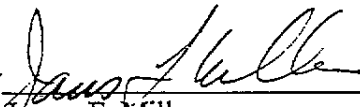

James F. Millar
Chief Operating Officer

[Continued on following page.]

Attest:

CARDINAL MISSISSIPPI, INC.
A Mississippi Corporation


Richard J. Miller
Assistant Secretary

By 
James F. Millar
President

State of Mississippi

Secretary of State's Office

Eric Clark

Secretary of State
Jackson, Mississippi

CERTIFICATE

I, Eric Clark, Secretary of State of the State of Mississippi, and as such, the legal custodian of the corporate records, required by the laws of Mississippi, to be filed in my office, do hereby certify as follows:

That on October 1, 1992, the State of Mississippi issued a profit charter of incorporation to **CARDINAL MISSISSIPPI, INC.**

That on September 23, 1998, Articles of Amendment were filed changing the name from **CARDINAL MISSISSIPPI, INC.** to **CARDINAL SOUTHEAST, INC.**, with an effective date of September 30, 1998.

That the registered office of said corporation is located at Corporation Service Company, Jackson, Mississippi, and the registered agent at that address is Corporation Service Company.

That insofar as the records of this office are concerned the said **CARDINAL SOUTHEAST, INC.** is in good standing at this time.

Given under my hand
and seal of office
September 29, 1998



A handwritten signature in cursive script that reads "Eric Clark".

Eric Clark
Secretary of State