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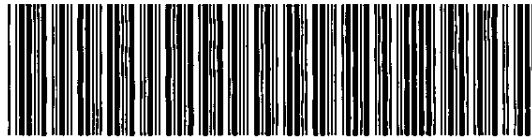
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13 NOV 27 AM 10:43
DIVISION OF CORPORATE AFFAIRS

Morgan

12/3/01

FILED
13 NOV 27 PM 1:38
THE CLERK OF THE COURT
STATE OF FLORIDA



Spencer

CUSTOMER NO: 4392992

EXAMINER'S INITIALS:

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: PSS World Medical, Inc.

Name of Surviving Party

Please return all correspondence concerning this matter to:

Karen M. Pineda

Contact Person

McKesson Corporation

Firm/Company

One Post Street

Address

San Francisco, CA 94104

City, State and Zip Code

Karen.Pineda@mckesson.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Karen Pineda

Name of Contact Person

at (415) 983-8919

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Off
Nov 30

**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

FILED
13 NOV 27 PM 1:38

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Infolab, LLC	DE	Foreign LLC
PSS World Medical, Inc.	FL	Domestic For-Profit Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
PSS World Medical, Inc.	FL	Domestic For-Profit Corporation

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:
Nov 30, 2013

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

n/a

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
<u>PSS World Medical, Inc.</u>	<u>Willie C. Bogan</u>	Willie C. Bogan, VP and Secretary
<u>Infolab, LLC</u>	<u>Karen M. Pineda</u>	Karen M. Pineda, Assistant Secretary
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
PSS World Medical, Inc.	FL	Domestic For-Profit Corporation
Infolab, LLC	DE	Foreign LLC

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
PSS World Medical, Inc.	FL	Domestic For-Profit Corporation

THIRD: The terms and conditions of the merger are as follows:

Please see attached Agreement and Plan of Merger.

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Please see attached Agreement and Plan of Merger.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Please see attached Agreement and Plan of Merger.

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

n/a

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

n/a

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

Please see attached Agreement and Plan of Merger

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

Please see attached Agreement and Plan of Merger

(Attach additional sheet if necessary)

**AGREEMENT AND PLAN OF MERGER
OF
PSS WORLD MEDICAL, INC.
A FLORIDA CORPORATION,
AND
INFOLAB, LLC
A DELAWARE LIMITED LIABILITY COMPANY**

THIS AGREEMENT AND PLAN OF MERGER, dated as of November 26, 2013 (the "Agreement"), is between PSS World Medical, Inc. a Florida corporation (the "Corporation"), and Infolab, LLC, a Delaware limited liability company (the "LLC"). Corporation and LLC are sometimes referred to herein as the "Constituent Entities."

RECITALS

WHEREAS, the LLC is a limited liability company duly organized and existing under the laws of the State of Delaware. As of the date hereof, all issued and outstanding Membership Interests are owned by the Corporation (the "Member").

WHEREAS, the Board of Directors of the Corporation have determined that it is advisable and in the best interests of the Corporation that the LLC merge with and into the Corporation upon the terms and conditions herein provided. Upon consummation of the Merger (as defined below), the LLC will cease to exist and all issued and outstanding Membership Interests prior to the Effective Date of the Merger (as defined below) will be cancelled.

WHEREAS, the Member has determined that it is advisable and in the best interests of the LLC to enter into this Agreement and effect the Merger contemplated herein.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, the Corporation and LLC hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

I. MERGER

1.1 Merger. In accordance with the provisions of this Agreement, the Florida Business Corporations Act and Delaware Limited Liability Company Act, the LLC shall be merged with and into the Corporation (the "Merger"), the separate existence of the LLC shall cease and the Corporation shall be, and is herein sometimes referred to as, the "Surviving Corporation," and the name of the Surviving Corporation shall be "PSS World Medical, Inc."

1.2 Filing and Effectiveness. The Merger shall become effective upon the filing of a certificate of merger with the Secretary of State of Delaware and the filing of the Articles of Merger with the Florida Department of State Division of Corporations (the "Certificate of Merger") and the date of such filing, the "Effective Date of the Merger").

1.3 Effect of the Merger. Upon the Effective Date of the Merger, the separate existence of the LLC shall cease and the Corporation, as the Surviving Corporation, (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior

to the Effective Date of the Merger, (ii) shall be subject to all actions previously taken by the Member, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of the LLC, (iv) shall continue to be subject to all of the debts, liabilities and obligations of the LLC as constituted immediately prior to the Effective Date of the Merger, and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of the LLC in the same manner as if Corporation had itself incurred them, all as more fully provided under the applicable provisions of the Florida Business Corporations Act and the Delaware Limited Liability Company Act.

II. CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 Certificate of Incorporation. The Certificate of Incorporation of the Corporation in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.2 Bylaws. The Bylaws of Corporation as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.3 Directors and Officers. The directors and officers of the Corporation immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Certificate of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

III. MANNER OF CONVERSION OF STOCK

3.1 LLC Interests. Upon the Effective Date of the Merger, the Membership Interests of LLC issued to the Corporation and outstanding immediately prior to the Merger shall, by virtue of the Merger and without any action by the Constituent Entities, shall be cancelled.

IV. GENERAL

4.1 Further Assurances. From time to time, as and when required by Corporation or by its successors or assigns, there shall be executed and delivered on behalf of LLC such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by Corporation the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of LLC and otherwise to carry out the purposes of this Agreement, and the officers and directors of Corporation are fully authorized in the name and on behalf of LLC or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.2 Abandonment. At any time before the Effective Date of the Merger, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the LLC or Corporation, or both.

4.3 Registered Office. The registered office of the Surviving Corporation in the State of Florida is 1201 Hays Street, Suite 105, Tallahassee, FL 32301, County of Leon. The name of its registered agent at such address is the Corporation Service Company.

4.4 Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at One Post Street, San Francisco, California 94104, and copies thereof will be furnished to any stockholder or member of either Constituent Entity, upon request and without cost.

4.5 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Florida.

4.6 Counterparts. In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, this Agreement having first been approved by the resolutions of the Sole Member of the LLC, and the Board of Directors of the Corporation is hereby executed on the behalf of each of such two corporate entities and attested by their respective officers thereunto duly authorized.

INFOLAB, LLC, a Delaware company

By: Willie C. Bogan
Name: Willie C. Bogan
Title: Vice President and Secretary

PSS WORLD MEDICAL, INC., a Florida corporation

By: Willie C. Bogan
Name: Willie C. Bogan
Title: Vice President and Secretary

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: PSS World Medical, Inc.

Name of Surviving Party

Please return all correspondence concerning this matter to:

Karen M. Pineda

Contact Person

McKesson Corporation

Firm/Company

One Post Street

Address

San Francisco, CA 94104

City, State and Zip Code

Karen.Pineda@mckesson.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Karen Pineda

Name of Contact Person

at (415) 983-8919

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314