

G53928

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

PHARMACARE OF SOUTHWEST FLORIDA, INC., a Florida corporation,  
G53928  
PHARMACY I.V. ASSOCIATES, INC., a Missouri corporation not qualified in  
Florida  
PNA, INC., a Missouri corporation not qualified in Florida  
REHAB OPTIONS II, INC., a Missouri corporation not qualified in Florida  
HOME INFUSION THERAPY OF BULLHEAD CITY, INC., a Delaware  
corporation not qualified in Florida  
WHATCOM PHARMACEUTICAL SERVICE, INC., a Washington corporation not  
qualified in Florida.

INTO

OPTION CARE ENTERPRISES, INC., a Delaware corporation not qualified in  
Florida.

File date: January 2, 1997

Corporate Specialist: Velma Shepard

**G53928**  
**BECK, CHAET, LOOMIS,  
MOLONY & BAMBERGER, S.C.**

**ATTORNEYS AT LAW**

Two Plaza East  
330 East Kilbourn Avenue  
Suite 1085  
Milwaukee, Wisconsin 53202  
(414) 273-4200  
Fax (414) 273-7786

Please reply to Milwaukee address

**VIA UPS OVERNIGHT**

December 30, 1996

44 On The Square  
44 East Mifflin Street  
Suite 304  
Madison, Wisconsin 53703  
(608) 255-1140  
Fax (608) 255-0160

Florida Division of Corporations  
Attn: Amend Section  
409 East Gains Street  
Tallahassee, FL 32399

Re: Certificate of Ownership and Merger

700002043617--3  
-01/02/97-01063--001  
\*\*\*245.00 \*\*\*245.00

Dear Sir/Madam:

The following corporations are being merged with and into Option Care Enterprises, Inc., a Delaware corporation, pursuant to the Florida statutory provisions relating to the merger of controlled corporations into a foreign parent corporation:

**PHARMACARE OF SOUTHWEST FLORIDA, INC.,** a Florida corporation.

Duplicate originals of the Certificate of Ownership and Merger, which are being filed with the Department of State of Delaware are enclosed for filing in Florida. We have enclosed a check payable to the Florida Department of State in the amount of \$245.00 in payment of the merger filing fees. If the fees have been calculated incorrectly, please refund any excess fees, or call me with respect to any additional fees.

Your assistance in this matter is greatly appreciated. If you have any questions, please call me directly.

Very truly yours,

**BECK, CHAET, LOOMIS,  
MOLONY & BAMBERGER, S.C.**

  
John C. Vitek

**VS JAN 15 1997**

JCV:kjs  
Enclosures  
cc: Cathy Bellehumeur (w/enc.)  
File No. 96054

*Menger*

**FILED**  
JAN 2 1997  
TALLAHASSEE FLORIDA

**CERTIFICATE OF OWNERSHIP  
AND MERGER MERGING**

**PHARMACARE OF SOUTHWEST FLORIDA, INC., a Florida corporation,  
PHARMACY I.V. ASSOCIATES, INC., a Missouri corporation, PNA, INC., a Missouri  
corporation, REHAB OPTIONS II, INC., a Missouri corporation, HOME INFUSION  
THERAPY OF BULLHEAD CITY, INC., a Delaware corporation, and WHATCOM  
PHARMACEUTICAL SERVICE, INC., a Washington corporation  
WITH AND INTO  
OPTION CARE ENTERPRISES, INC., a Delaware Corporation**

**FILED**  
97 JAN -2 AM 11:19

CLERK OF STATE  
TALLAHASSEE FLORIDA

The undersigned officer of Pharmacy I.V. Associates, Inc., a Missouri corporation, PNA, Inc., a Missouri corporation, Rehab Options II, Inc., a Missouri corporation (collectively, the "Missouri Subsidiaries"), Home Infusion Therapy of Bullhead City, Inc., a Delaware corporation, PharmaCare of Southwest Florida, Inc., a Florida corporation, and Whatcom Pharmaceutical Service, Inc., a Washington corporation (together with the Missouri Subsidiaries, collectively, the "Subsidiaries"); and Option Care Enterprises, Inc., a corporation organized under the laws of the State of Delaware, pursuant to DEL. CODE ANN. title 8, § 253, MO. REV. STAT. § 351.447, WASH. REV. CODE § 23B11.040, and FLA. STAT. ANN. § 607.1104, hereby certifies as follows:

1. The Plan of Merger by and between Option Care Enterprises, Inc., a Delaware corporation and the Subsidiaries, is attached hereto as **Exhibit A** and made a part hereof.
2. In accordance with DEL. CODE ANN. title 8 § 253, MO. REV. STAT. § 351.447, WASH. REV. CODE § 23B11.040, and FLA. STAT. ANN. § 607.1104, shareholder approval was not required for the adoption of the Plan of Merger.

3. Said Plan of Merger was adopted and approved by the Board of Directors of Option Care Enterprises, Inc., a Delaware corporation, on December 20, 1996 in accordance with DEL. CODE ANN. tit. 8, § 253, MO. REV. STAT. § 351.447, WASH. REV. CODE § 23B11.040, and FLA. STAT. ANN. § 607.1104.

4. It is agreed that the surviving corporation may be served with process in Delaware in any proceeding for enforcement of any obligation of any of the Subsidiaries, or Option Care Enterprises, Inc., a Delaware corporation in Delaware, as well as for the enforcement of any obligation of the Option Care Enterprises, Inc. arising from the merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to Section 262 of the Delaware General Corporation Law, and Option Care Enterprises, Inc. irrevocably appoints the Secretary of State as its agent to accept service of process in any such suit or other proceedings and a copy of such process shall be sent to Option Care Enterprises, Inc., c/o Cathy Bellehumeur, 100 Corporate North, Suite 212, Bannockburn, Illinois 50015.

5. The Effective Time of the merger shall be January 1, 1997 at 12:01 a.m., central standard time.

6. The number of shares outstanding of each corporation involved in said Merger is as follows:

Pharmacy I.V. Associates, Inc.	15,000 shares
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PNA, Inc.	5,000 shares
Rehab Options II, Inc.	1,000 shares
Option Care Enterprises, Inc.	1,000 shares


7. Option Care Enterprises, Inc., a Delaware corporation, is in compliance with the ninety percent (90%) ownership requirement of MO. REV. STAT. § 351.447 and will maintain at least ninety percent (90%) ownership until the issuance of the Certificate of Merger by the Secretary of State.

8. Option Care Enterprises, Inc., a Delaware corporation, will promptly pay to the dissenting shareholders of any of the Missouri Subsidiaries, the amount, if any, to which they are entitled under the provisions of the Missouri General Corporate Law with respect to the rights of dissenting shareholders.

9. It is agreed that the Option Care Enterprises, Inc., a Delaware corporation, may be served with process in Missouri, and that Option Care Enterprises, Inc. irrevocably appoints the Missouri Secretary of State as its agent to accept service of process, in any proceeding based upon any cause of action against any of the Missouri Subsidiaries arising in the state prior to the issuance of the Certificate of Merger by the Missouri Secretary of State, and in any proceeding for the enforcement of the rights of a dissenting shareholder of any of the Missouri Subsidiaries against Option Care Enterprises, Inc. A copy of such process shall be sent to Option Care Enterprises, Inc., c/o Cathy Bellehumeur, 100 Corporate North, Suite 212, Bannockburn, Illinois 50015.

IN WITNESS WHEREOF, Option Care Enterprises, Inc. has caused this Certificate to be executed  
on this 20th day of December, 1996.

OPTION CARE ENTERPRISES, INC.



John C. Witek, Assistant Secretary

This instrument is drafted by:

Jeffrey A. Berens, Esq.  
Beck, Chaet, Loomis,  
Molony & Bamberger, S.C.  
Two Plaza East, Suite 1085  
330 East Kilbourn Avenue  
Milwaukee, WI 53202

**EXHIBIT A**

**OPTION CARE ENTERPRISES, INC.  
WRITTEN CONSENT IN LIEU OF SPECIAL MEETING  
OF THE BOARD OF DIRECTORS  
December 20, 1996**

The undersigned, being all of the members of the Board of Directors of Option Care Enterprises, Inc., a Delaware corporation, pursuant to the laws of the State of Delaware, hereby unanimously consent to the following actions without a formal organizational meeting of the Board of Directors, or notice thereof:

**BE IT RESOLVED**, that the following Plan of Merger be and the same is hereby approved:

1. The names of the corporations proposing to merge are Option Care Enterprises, Inc., a Delaware corporation (the "Company"); and PharmaCare of Southwest Florida, Inc., a Florida corporation, Pharmacy I.V. Associates, Inc., a Missouri corporation, PNA, Inc., a Missouri corporation, Rehab Options II, Inc., a Missouri corporation, Home Infusion Therapy of Bullhead City, Inc., a Delaware corporation, and Whatcom Pharmaceutical Service, Inc., a Washington corporation (collectively, the "Subsidiaries"). The Company owns all of the outstanding shares of each of the Subsidiaries.
2. The merger shall become effective as of 12:01 a.m., central standard time, on a date occurring on or before January 1, 1997, selected by the officers of the Company (with the particular date selected to be inserted in lieu of this clause in the documentation filed to effect the merger) (hereinafter referred to as the "Effective Time"). At the Effective Time the Subsidiaries shall be merged with and into the Company, which shall be the surviving corporation and which will assume all of the obligations of the Subsidiaries, and the separate existence of the Subsidiaries shall cease.
3. As a result of the merger, (a) all of the stock of the Company issued and outstanding as of the Effective Time shall remain outstanding, and (b) all of the stock of the Subsidiaries issued and outstanding as of the Effective Time shall be canceled.
4. The merger may be abandoned for any reason by action of the Board of Directors of the Company at any time before Articles of Merger are filed or a Certificate of Ownership and Merger is filed with the Delaware Secretary of State.

5. The merger shall constitute a liquidation of each of the Subsidiaries under Section 332 of the Internal Revenue Code of 1986, as amended.
6. The officers of the Company, and each of them (including, without limitation, the President, Secretary and Assistant Secretary of the Company) shall be, and hereby are, authorized to prepare and file with the appropriate governmental offices such documents as may be necessary or appropriate to effectuate such mergers.

BE IT FURTHER RESOLVED, that the Subsidiaries agree that they may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Company, as well as for enforcement of any obligation of the Subsidiaries arising from the merger, and each irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceedings. The address to which a copy of such process shall be mailed by the Secretary of the State of Delaware is as follows:

Option Care Enterprises, Inc.  
100 Corporate North, Suite 212  
Bannockburn, IL 60015

IN WITNESS WHEREOF, the undersigned have executed this Consent as of the 20th day of December, 1996.

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J. Jeffrey Fox

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Cathy Bellehumeur

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Erick E. Hanson