

Division of Corporations

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**241820**Florida Department of State  
Division of Corporations  
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## Electronic Filing Cover Sheet

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**L. SELLERS**

To:

Division of Corporations  
Fax Number : (850) 617-6380

AUG 21 2009

**EXAMINER**

From:

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5368

RECEIVED  
2009 AUG 20 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE**

Aetna Financial Holdings, LLC

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$85.00

Effective Date:  
10/01/09

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Help

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

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>
Integrated Pharmacy Solutions, Inc.	Florida	Corporation
Aetna Financial Holdings, LLC	Delaware	Limited Liability Company

**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>
Aetna Financial Holdings, LLC	Delaware	Limited Liability Company

**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.

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**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:

October 1, 2009

**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:



151 Farmington Avenue, Hartford, CT 06156

**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, P.S.

**EIGHTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Integrated Pharmacy Solutions, Inc.		Edward C. Lee, President
Actus Financial Holdings, LLC		Edward C. Lee, VP and Secretary

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator:)
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

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## PLAN OF MERGER

EXHIBIT A

- a. Aetna Financial Holdings, LLC, which is a limited liability company of the State of Delaware and is an affiliated company of Integrated Pharmacy Solutions, Inc., which is a corporation of the State of Florida, hereby merges Integrated Pharmacy Solutions, Inc. into Aetna Financial Holdings, LLC pursuant to the provisions of Florida Business Corporation Act and pursuant to the provisions of Delaware Limited Liability Company Act.
- b. The separate existence of Integrated Pharmacy Solutions, Inc. shall cease at the effective time and date of the merger pursuant to the provisions of Florida Business Corporation Act, and Aetna Financial Holdings, LLC shall continue its existence as the surviving limited liability company pursuant to the provisions of Delaware Limited Liability Company Act.
- c. The certificate of formation and limited liability company agreement of Aetna Financial Holdings, LLC are not amended in any respect by this Plan of Merger.
- d. Each issued share of Integrated Pharmacy Solutions, Inc. shall not be converted or exchanged in any manner, but the shares outstanding immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be canceled and no consideration shall be issued in respect thereof.
- e. Each limited liability company interest of Aetna Financial Holdings, LLC immediately prior to the effective time and date of the merger is to be an identical outstanding limited liability company interest of Aetna Financial Holdings, LLC at the effective time and date of the merger.
- f. No limited liability company interest of Aetna Financial Holdings, LLC and no shares, securities, or obligations convertible into such limited liability company interest are to be issued or delivered under this Plan of Merger.
- g. At the effective time of the merger, Aetna Financial Holdings, LLC shall continue in existence, and without further transfer, succeed to and possess all of the rights, privileges and powers of Integrated Pharmacy Solutions, Inc., and all of the assets and property of whatever kind and character of Integrated Pharmacy Solutions, Inc. shall vest in Aetna Financial Holdings, LLC without further act or deed; thereafter, the Aetna Financial Holdings, LLC, as the surviving entity, shall be liable for all of the liabilities and obligations of Integrated Pharmacy Solutions,

Inc., and any claim or judgment against Integrated Pharmacy Solutions, Inc. may be enforced against Aetna Financial Holdings, LLC

- h. The sole member of Aetna Financial Holdings, LLC is hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided.
- i. The effective time and date of the merger shall be determined by the sole member of Aetna Financial Holdings, LLC and shall be set forth in the articles and/or certificates of merger relating to the merger.

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