

# K51730

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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09/17/08--01023--003 \*\*78.75

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2008 SEP 30 PM 1:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merger

TB

10/2/08

September 16, 2008

via Fedex

Registration Section  
Division of Corporations  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: Express Pharmacy Services, Inc.

Dear Ladies/Gentlemen:

Enclosed for filing are Articles of Merger for the above-referenced corporation and our firm's check in the amount of \$78.75. Please process this in your usual manner and return proof of filing to me in the enclosed return envelope.

If you have any questions, call me at the number below.

Sincerely,



Amy T. Hamilton  
Certified Legal Assistant

Enclosures

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** EXPRESS PHARMACY SERVICES, INC.  
(Name of Surviving Party)

Please return all correspondence concerning this matter to:

Todd M. Schild, Esq., Thompson Hine LLP  
(Contact Person)

Thompson Hine LLP  
(Firm/Company)

312 Walnut St., 14th Floor  
(Address)

Cincinnati, OH 45202  
(City, State and Zip Code)

For further information concerning this matter, please call:

Amy Hamilton at ( 513 ) 352-6619  
(Name of Contact Person) (Area Code and Daytime Telephone Number)

☒ Certified Copy (optional) \$8.75

**STREET ADDRESS:**

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

**MAILING ADDRESS:**

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

September 29, 2008

via Fedex

Teresa Brown, Regulatory Specialist II  
Division of Corporations  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: Express Pharmacy Services, Inc., Letter No. 208A00050889

Dear Ms. Brown:

Enclosed for filing are Articles of Merger for the above-referenced corporation. We need to have an effective date of September 30, 2008, so please call me if there are any further changes needed.

Please return proof of filing to me in the enclosed return Fedex envelope.

If you have any questions, call me at the number below.

Sincerely,



Amy T. Hamilton  
Certified Legal Assistant

Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 19, 2008

TODD M. SCHILD, ESQ.  
THOMPSON HINE, LLP  
312 WALNUT ST 14TH FL  
CINCINNATI, OH 45202

SUBJECT: EXPRESS PHARMACY SERVICES, INC.  
Ref. Number: K51730

We have received your document for EXPRESS PHARMACY SERVICES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of merger you submitted were prepared in compliance with section 607.1109, Florida Statutes. Articles of Merger between two or more domestic profit corporations are filed pursuant to section 607.1105, Florida Statutes. Enclosed is a form for your convenience.

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) 245-6925.

Teresa Brown  
Regulatory Specialist II

Letter Number: 208A00050889

# **ARTICLES OF MERGER**

**(Profit Corporations)**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**First:** The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Express Pharmacy Services, Inc.</u>	<u>Florida</u>	<u>K51730</u>

**Second:** The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Dunnington RX Services of</u>	<u>Massachusetts</u>	<u>N/A</u>
<u>Massachusetts, Inc.</u>		

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR** 09 / 30 / 08 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Fifth:** Adoption of Merger by **surviving** corporation - **(COMPLETE ONLY ONE STATEMENT)**

The Plan of Merger was adopted by the shareholders of the surviving corporation on 09/05/08

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by **merging** corporation(s) **(COMPLETE ONLY ONE STATEMENT)**

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 09/05/08

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

*(Attach additional sheets if necessary)*

2008 SEP 30 PM 1:45  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

Dunnington RX Services

Thomas A. Caneris

Thomas A. Caneris, VP & Secretary

of Massachusetts, Inc.

Express Pharmacy

Thomas A. Caneris

Thomas A. Caneris, Secretary

Services, Inc.

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## PLAN OF MERGER

This Plan of Merger is entered into by and among Express Pharmacy Services, Inc., a Florida Corporation (the "Surviving Corporation"), and Dunnington RX Services of Massachusetts, Inc., a Massachusetts corporation (the "Merging Corporation"). The Merging Corporation shall be merged with and into Surviving Corporation (the "Merger"). The Surviving Corporation and the Merging Corporation are collectively referred to as the "Constituent Entities."

1. **MERGER.** As of September 30, 2008 (the "Effective Date"), the Surviving Corporation shall continue its corporate existence under the laws of the State of Florida, and the separate existence and corporate organization of the Merging Corporation, except insofar as it may be continued by operation of law, shall be terminated and cease.

2. **TRANSFER OF ASSETS AND LIABILITIES.** On the Effective Date, the rights, privileges, powers and franchises, both of a public as well as of a private nature, of the Merging Corporation shall be vested in and possessed by the Surviving Corporation, subject to all of the restrictions, disabilities and duties of or upon the Merging Corporation; and all and singular, rights, privileges, powers and franchises of the Merging Corporation, and all property, real, personal and mixed, of the Merging Corporation, and all debts due to the Merging Corporation on whatever account, and all things in action or belonging to the Merging Corporation shall be transferred to and vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest, shall be thereafter the property of the Surviving Corporation as they were of the Merging Corporation, and the title to any real estate vested by deed or otherwise in the Merging Corporation shall not revert or be in any way impaired by reason of the Merger; *provided, however,* that the liabilities of the Merging Corporation and of its respective shareholder, directors, member, managers and officers shall not be affected and all rights of creditors and all liens upon any property of the Merging Corporation shall be preserved unimpaired, and any claim existing or action or proceeding, whether civil, criminal or administrative, pending by or against the Merging Corporation may be prosecuted as if the Merger had not been consummated (except as they may be modified with the consent of such creditors), or the Surviving Corporation may be substituted in such action or proceeding for the Merging Corporation, and all debts, liabilities and duties of or upon the Merging Corporation shall 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.

3. **CAPITAL STOCK OF THE MERGING CORPORATION.** All of the issued and outstanding shares of the Merging Corporation shall, on the Effective Date, be cancelled without consideration and the existing shares of Express Pharmacy Services, Inc. are not affected by the Merger and shall remain and continue as the shares of the Surviving Corporation ("Shares"), with each Share having the same voting rights and a right to an equal share of the Surviving Corporations profits, losses and distributions.

4. **DIRECTORS.** The directors of the Merging Corporation immediately preceding the Effective Date shall continue to be the directors of the Surviving Corporation on and after the Effective Date, to serve until the expiration of their terms and until their successors are elected and qualified.

5. **OFFICERS.** The officers of the Merging Corporation immediately preceding the Effective Date shall continue to be the officers of the Surviving Corporation on and after the Effective Date, to serve at the pleasure of its directors.



6. **PRINCIPAL OFFICE.** The principal office of the Surviving Corporation shall be located at 1901 Campus Place, Louisville, KY 40299.

7. **FURTHER ASSURANCES.** The Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out the Merger.

8. **COUNTERPARTS.** In order to facilitate the filing and recording of this Plan of Merger, the same may be executed in any number of counterparts and via facsimile, each of which shall be deemed to be an original.

[Signature page follows]

IN WITNESS WHEREOF, the parties have executed this Agreement as of the 5<sup>th</sup> day of September, 2008.

**EXPRESS PHARMACY SERVICES, INC.**

By: Thomas A. Caneris

Name: THOMAS A. CANERIS

Title: V.P. & SECRETARY

**DUNNINGTON RX SERVICES OF MASSACHUSETTS, INC.**

By: Thomas A. Caneris

Name: THOMAS A. CANERIS

Title: V.P. & SECRETARY

DIRECTORS AND OFFICERS OF  
DUNNINGTON RX SERVICES OF MASSACHUSETTS, INC.

Directors:

Gregory S. Weishar, 1901 Campus Place, Louisville, KY 40299

Michael J. Culotta, 1901 Campus Place, Louisville, KY 40299

Thomas A. Caneris, 1901 Campus Place, Louisville, KY 40299

Officers:

Gregory S. Weishar, President, 1901 Campus Place, Louisville, KY 40299

Thomas A. Caneris, Vice President, Secretary, 1901 Campus Place, Louisville, KY 40299

Michael J. Culotta, Treasurer, 1901 Campus Place, Louisville, KY 40299