



K 71489

ACCOUNT NO. : 072100000032

REFERENCE : 271437 4352702

AUTHORIZATION : Patricia Pizutto

COST LIMIT : \$ 78.75

FILED  
JUN 11 PM 2:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : June 11, 1999

ORDER TIME : 12:17 PM

ORDER NO. : 271437-005

400002902094-4

CUSTOMER NO: 4352702

CUSTOMER: Ms. Lisa Folis  
Williams Parker Harrison Dietz  
200 South Orange Avenue

Sarasota, FL 34236

ARTICLES OF MERGER

BAY DRUGS, INC.

INTO

BERLIN HOLDINGS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
JUN 11 PM 12:56  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

BAY DRUGS, INC., a Florida corporation, 147214

INTO

**BERLIN HOLDINGS, INC.**, a Florida corporation, K71489

File date: June 11, 1999

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 78.75

**ARTICLES OF MERGER  
OF  
BAY DRUGS, INC.,  
INTO  
BERLIN HOLDINGS, INC.**

99 JUN 11 PM 2:58  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Berlin Holdings, Inc., a Florida corporation (herein called "Berlin"), hereby delivers to the Department of State for filing the following Articles of Merger for the merger of Bay Drugs, Inc., a Florida corporation (herein called "Bay Drugs") with and into Berlin Holdings, Inc. Berlin shall be the surviving corporation.

1. A true copy of the Plan of Merger is attached hereto as Exhibit A.
2. The effective date of the merger is the close of business on June 11, 1999.
3. The foregoing Plan of Merger was:

(a) Approved by the Board of Directors of Berlin by written consent of all directors on June 10, 1999; and recommended to its shareholders by written consent of all of its directors on June 10, 1999;

(b) Approved by the Board of Directors of Bay Drugs and recommended to its shareholders by written consent of all of its directors on June 10, 1999; and

(c) Approved by written consent by the holders of all the shares of common stock, \$1.00 par value, of Berlin, which was the only class of stock entitled to vote on the merger proposal, on June 10, 1999;

(d) Approved by written consent by the holders of all of the shares of common stock, \$1.00 par value, of Bay Drugs, which was the only class of stock entitled to vote on the merger proposal, on June 10, 1999.

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the constituent corporations as of the Effective Date.

Berlin Holdings, Inc.,  
a Florida corporation

By: Ronald E. Koepsel  
Ronald E. Koepsel  
As its President

Bay Drugs, Inc.  
a Florida corporation

By: Ronald E. Koepsel  
Ronald E. Koepsel  
As its President

LAF-358051

EXHIBIT A

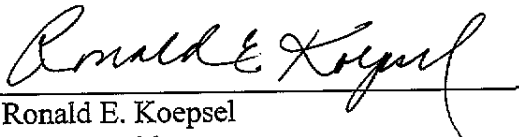
PLAN OF MERGER

Bay Drugs, Inc., a Florida corporation, and Berlin Holdings, Inc., a Florida corporation hereby adopt the following plan as the Plan of Merger required by Section 607.1101, Florida Statutes. The terms of the plan are as follows:

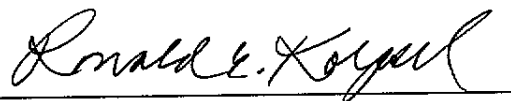
1. The names of the corporations planning to merge are Bay Drugs, Inc., a Florida corporation (herein called "Bay Drugs"), and Berlin Holdings, Inc., a Florida Corporation (herein called "Berlin"). As a result of the merger, Bay Drugs shall be merged with and into Berlin. Berlin shall be the surviving corporation.
2. The merger shall be effective at the close of business on June 11, 1999 (the "Effective Date").
3. All shares of common stock of Bay Drugs issued and outstanding on the Effective Date shall be cancelled. No change shall occur in the shares, obligations or other securities of Berlin as a result of the merger.
4. This plan shall be submitted to the shareholders of Bay Drugs and Berlin for approval.
5. The Board of Directors of each constituent corporation are hereby authorized to amend this plan at any time prior to the filing of the Articles of Merger, to the extent permitted by law.

IN WITNESS WHEREOF, this Plan of Merger has been signed by the duly authorized officers of Bay Drugs, and Berlin this 10<sup>th</sup> day of June, 1999.

Bay Drugs, Inc., a  
Florida corporation

By:   
Ronald E. Koepsel  
As its President

Berlin Holdings, Inc., a  
Florida Corporation

By:   
Ronald E. Koepsel  
As its President