

CT CORPORATION SYSTEM

L01000021520

CORPORATION(S) NAME

Compscript-Boca, Inc. Merging into: Compscript-Boca, LLC

0

Effective Date
12-31-01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 DEC 19 PM 4:12

APPROVED
&
FILED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

01 DEC 19 PM 1:33

RECEIVED

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name
Availability _____
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Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

12/19/01

Order#: 4976208

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Ref#: *****60.00 *****60.00

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

JB
12-19-01

ARTICLES OF MERGER
Merger Sheet

MERGING:

COMPSCRIPT-BOCA, INC., A FLORIDA ENTITY, S84661

into

COMPSCRIPT-BOCA LLC, a Florida entity L01000021520

File date: December 19, 2001 , effective December 31, 2001

Corporate Specialist: Trevor Brumbley

01 DEC 19 PM 4: 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
FILED

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>Compscript-Boca, Inc.</u> <u>1225 Broken Sound Parkway NW, Suite A</u> <u>Boca Raton, FL 33487</u>	<u>FL</u>	<u>Corporation</u>
Florida Document/Registration Number: <u>S84661</u>		FEI Number: <u>65-0286244</u>
2. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
3. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
4. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____

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TALLAHASSEE, FLORIDA
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AND
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(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Compscript-Boca LLC 1225 Broken Sound Parkway NW, Suite A Boca Raton, FL 33487	FL	LLC

Florida Document/Registration Number: L01000021520 FEI Number: 65-0286244

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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AND
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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Compscript-Boca, Inc.	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Compscript-Boca LLC	Florida

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

The Articles of Organization of Compscript-Boca LLC shall be the Articles of Organization of the Surviving Company. The present Operating Agreement of Compscript-Boca LLC shall be the Operating Agreement of the Surviving Company until changed or repealed according to the provisions of such Operating Agreement.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Attach additional sheet(s) 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 other securities of the survivor, in whole or in part, into cash or other property are as follows:

1. The outstanding share of Compscript-Boca, Inc. shall be and hereby are canceled;
2. The membership units of Compscript-Boca LLC shall be converted into the membership units of the Surviving Company.

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

Not applicable.

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

N/A

If General Partner is a Non-Individual,
Florida Document/Registration Number

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TALLAHASSEE, FLORIDA

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SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

Bradley S. Abbott, 1717 Dixie Highway, Suite 800, Ft. Wright, KY 41011
Catherine I. Greany, 100 E. RiverCenter Blvd., Suite 1500, Covington, KY 41011
Tracy Finn, 100 E. RiverCenter Blvd., Suite 1500, Covington, KY 41011

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any, relating to the merger:

APPROVED
AND
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TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)