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MERGER OR SHARE EXCHANGE

XCENDA, L.L.C.

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EXAMINER

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CERTIFICATE OF MERGER
MERGING
MANAGED CARE NETWORK, INC. F04000005421
WITH AND INTO
XCENDA, L.L.C. L02000016954

Pursuant to Title XXXVI, Chapter 608, Section 608.4382 of the Florida Limited Liability Company Act ("FLLCA"), the undersigned surviving limited liability company submits the following Certificate of Merger for filing and certifies:

FIRST: The exact name, jurisdiction of organization and entity type for the merging entity is: Managed Care Network, Inc. ("MCN"), a Delaware corporation.

SECOND: The exact name, jurisdiction of organization and entity type of the surviving entity is: Xcenda, L.L.C. ("Xcenda"), a Florida limited liability company.

THIRD: The Agreement and Plan of Merger, attached hereto as Exhibit A, was approved by Xcenda in accordance with Section(s) 608.4231(8), 608.4231(6) and 608.4381(1) of the FLLCA.

FOURTH: The Agreement and Plan of Merger, attached hereto as Exhibit A, was approved by MCN in accordance with Title 8, Chapter 1, Subchapter IV, Section 141(f), Subchapter VII, Section 228(a) and Subchapter IX, Section 264(c) of the Delaware General Corporation Law.

FIFTH: The merger shall, in accordance with the FLLCA, become effective as of such time as the Certificate of Merger is duly filed with the Department of State of the State of Florida.

SIXTH: Xcenda's principal place of business is located at 4114 Woodlands Parkway Suite 500, Palm Harbor, FL 34685.

IN WITNESS WHEREOF, this Certificate of Merger has been executed this 17th day of December, 2008.

MANAGED CARE NETWORK, INC.

XCENDA, L.L.C.

By: 

Name: John G. Chou

Title: Senior Vice President, General Counsel
& Secretary

By: 

Name: John G. Chou

Title: Senior Vice President, General Counsel
& Secretary

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EXHIBIT A

**AGREEMENT AND PLAN OF MERGER
OF
MANAGED CARE NETWORK, INC.
WITH AND INTO
XCENDA, L.L.C.**

This **AGREEMENT AND PLAN OF MERGER** (the "Agreement"), is entered into this 17th day of December, 2008, by and between Xcenda, LLC ("Xcenda"), a Florida limited liability company and Managed Care Network, Inc. ("MCN"), a Delaware corporation.

WITNESSETH:

WHEREAS, AmerisourceBergen Holding Corporation, in its capacity as the sole manager of Xcenda and in its capacity as the sole stockholder of MCN deems it desirable and in the best interests of each entity to merge into a single entity, as permitted by law (the "Merger"), and, in each such capacity has consented to such Merger; and

WHEREAS, pursuant to Title 8, Chapter 1, Subchapter IX, Section 264 of the Delaware General Corporation Law and Title XXXVI, Chapter 608.438, Section 608.438(2) of the Florida Limited Liability Company Act, a Delaware corporation may merge into a Florida limited liability company.

NOW, THEREFORE, in consideration of the premises, covenants, agreements and provisions contained in this Agreement, the parties agree and covenant as follows:

FIRST: The exact name, jurisdiction of organization and entity type for the merging entity is: Managed Care Network, Inc., a Delaware corporation.

SECOND: The exact name, jurisdiction of organization and entity type of the surviving entity is: Xcenda, L.L.C., a Florida limited liability company.

THIRD: MCN shall be merged into and with Xcenda, with Xcenda being the surviving entity the Merger. Upon the Effective Date (defined below) of the Merger, the corporate existence of MCN shall cease.

FOURTH: The Merger shall, in accordance with the Florida Limited Liability Company Act ("FLLCA"), become effective as of such time as the certificate of merger with respect to such Merger is duly filed with the Secretary of State of the State of Florida (the "Effective Date").

FIFTH: At and as of the Effective Date (i) the Articles of Organization, as amended, of Xcenda, LLC shall continue in full force and effect as the Articles of Organization of the surviving entity until thereafter amended in accordance with their terms and applicable law, and (ii) the Amended and Restated Operating Agreement of the surviving entity immediately prior to the Merger shall continue to be the Amended and Restated Operating Agreement of the surviving entity after the Effective Date of the Merger until such time as amended in accordance with the Amended and Restated Operating Agreement and Articles of Organization, as amended.

SIXTH: The manner of converting the outstanding shares of the capital stock of MCN into shares or other securities of the surviving entity shall be as follows:

(a) all of the issued and outstanding shares of MCN's common stock, par value \$0.01 per share, shall automatically be canceled and shall cease to exist;

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(b) each holder of an outstanding certificate representing shares of common stock of the MCN shall surrender the same to Xcenda;

(c) each share of capital stock of MCN if any, held in treasury by MCN immediately prior to the Effective Date shall automatically be canceled and no consideration shall be paid in exchange therefor and shall cease to exist;

(d) all outstanding options, warrants and other rights to acquire any capital stock of MCN, if any, shall automatically be canceled and no consideration shall be paid in exchange therefor and shall cease to exist; and

(e) The issued and outstanding units of membership interest of Xcenda shall not be converted or exchanged in any manner, but each said unit of membership interest that is issued and outstanding as of the Effective Date shall continue to represent one issued and outstanding unit of membership interest of Xcenda.

SEVENTH: From and after the Effective Date, the sole manager and officers of Xcenda shall continue in office until their successor(s) shall have been duly elected and qualified.

EIGHTH: From and after the Merger, the corporate existence of MCN shall terminate and all of the property, rights, privileges, franchises, patents, trademarks, license, regulations and other assets of every kind and description of MCN shall be transferred to, vested in and devolve upon Xcenda without further act or deed.

NINTH: The proper officers of Xcenda and MCN are fully authorized in the name of and on behalf of Xcenda and MCN respectively to (i) make, enter into, execute, deliver, file and record any and all other or future contracts, agreements, escrow related agreements, consents and other documents and instruments, (ii) pay or cause to be paid any and all expenses and fees and disburse such other funds of Xcenda and/or MCN; and (iii) take any and all such other actions in the name of and on behalf the Xcenda and/or MCN, as any such officer or officers may determine in their discretion to be necessary or advisable to carry out the terms of this Agreement and otherwise to carry out the intent and purposes of this Agreement and the transactions contemplated by this Agreement, the taking of any such actions to constitute conclusive evidence of the exercise of such authority.

TENTH: The proper officers of Xcenda and MCN shall make and execute the appropriate certificates or articles of merger, and such other documents, as are required by the State of Delaware and the State of Florida to effectuate the Merger, and to cause the same to be filed, in the manner provided by law, with the appropriate state offices.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed this 19 day of December, 2008.

MANAGED CARE NETWORK, INC.

XCENDA, L.L.C.

By: _____
Name: John G. Chou
Title: Senior Vice President, General Counsel
& Secretary

By: _____
Name: John G. Chou
Title: Senior Vice President, General Counsel
& Secretary

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