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Florida Department of State
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MERGER OR SHARE EXCHANGE**XCENDA, L.L.C.**

Certificate of Status	0
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EXAMINER



October 2, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

XCENDA, L.L.C.
1300 MORRIS DRIVE
CHESTERBROOK, PA 19087

SUBJECT: XCENDA, L.L.C.
REF: L02000016954

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The plan of merger must be attached/included.

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) 245-6020.

Tammi Cline
Regulatory Specialist II

FAX Aud. #: H09000210239
Letter Number: 509A00031943

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MERGER OR SHARE EXCHANGE

XCENDA, L.L.C.

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TRANSMISSION VERIFICATION REPORT

State of Florida
Department of State
Division of Corporations
Tallahassee, FL 32314

**CERTIFICATE OF MERGER
MERGING
NMCR HOLDINGS, INC.
WITH AND INTO
XCENDA, LLC**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 SEP 29 PM 12:41

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CO 2-16954

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: NMCR Holdings, Inc. ("NMCR"), a Delaware corporation.

SECOND: The exact name, jurisdiction of organization and entity type of the surviving entity is: Xcenda, LLC ("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 NMCR in accordance with Title 8, Chapter 1, Subchapter IV, Section 141(f), Subchapter VII, Section 228(a) and Subchapter IX, Section 264(e) of the Delaware General Corporation Law.

FIFTH: The merger shall, in accordance with the FLLCA, become effective as of October 1, 2009.

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 29th day of September, 2009.

NMCR HOLDINGS, INC.

XCENDA, LLC

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

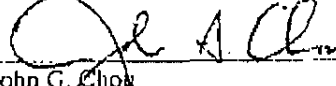
By: 
John G. Chou
Senior Vice President, General Counsel
& Secretary

EXHIBIT A

2009 SEP 29 PM 12:41
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TALLAHASSEE, FLORIDA
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**AGREEMENT AND PLAN OF MERGER
OF
NMCR HOLDINGS, INC.
WITH AND INTO
XCENDA, L.L.C.**

This **AGREEMENT AND PLAN OF MERGER** (the "Agreement"), is entered into this 29th day of September, 2009, by and between Xcenda, L.L.C. ("Xcenda"), a Florida limited liability company and NMCR Holdings, Inc. ("NMCR"), a Delaware corporation.

WITNESSETH:

WHEREAS, AmerisourceBergen Specialty Group, Inc., in its capacity as the sole manager of Xcenda and in its capacity as the sole stockholder of NMCR 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 1X, 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: NMCR Holdings, 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: NMCR shall be merged into and with Xcenda, with Xcenda being the surviving entity in the Merger. Upon the Effective Date (defined below) of the Merger, the corporate existence of NMCR shall cease with Xcenda continuing its corporate existence.

FOURTH: The Merger shall, in accordance with the Florida Limited Liability Company Act ("FLLCA"), become effective as of October 1, 2009 (the "Effective Date").

FIFTH: At and as of the Effective Date (i) the Articles of Organization, as amended, of Xcenda 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, as amended, of the surviving entity immediately prior to the Merger shall continue to be the Amended and Restated Operating Agreement, as amended, 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 NMCR into shares or other securities of the surviving entity shall be as follows:

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

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

(c) each share of capital stock of NMCR if any, held in treasury by NMCR 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 NMCR, 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 NMCR shall terminate. Title to all of the property, rights, privileges, franchises, patents, trademarks, license, regulations and other assets of every kind and description, tangible and intangible, known and unknown, of NMCR as well as all obligations shall be transferred to, fully vested in and devolve upon Xcenda without further act or deed. Such transfer to and vesting in shall be deemed to occur by operation of law and no consent or approval shall be required in connection with any such transfer or vesting.

NINTH: The proper officers of Xcenda and NMCR are fully authorized in the name of and on behalf of Xcenda and NMCR 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 NMCR, and (iii) take any and all such other actions in the name of and on behalf of Xcenda and/or NMCR, 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 NMCR 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 29th day of September, 2009.

NMCR HOLDINGS, INC.

XCENDA, L.L.C.

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

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