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TALLAHASSEE, FLORIDA

B. BOSTICK

JAN - 3 2013

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 459897 5124708

AUTHORIZATION :

[Handwritten signature]

COST LIMIT : \$ 100.00

ORDER DATE : December 14, 2012

ORDER TIME : 5:01 PM

ORDER NO. : 459897-100

CUSTOMER NO: 5124708

ARTICLES OF MERGER

COMSCRIPT - MOBILE, INC.

INTO

COMSCRIPT, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Compscript, LLC
(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Cecilia Temple
(Contact Person)

Compscript, LLC
(Firm/Company)

201 E 4th St. Suite 900
(Address)

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

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For further information concerning this matter, please call:

Cecilia Temple at (513) 719-1535
(Name of Contact Person) (Area Code and Daytime Telephone Number)

☐ Certified copy (optional) \$30.00

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

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
CompScript - Mobile, Inc.	Delaware	Corporation
CompScript, LLC	Florida	LLC

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
CompScript, LLC	Florida	LLC

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

Decemer 17, 2012

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitles under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transac
business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____

Mailing address: _____

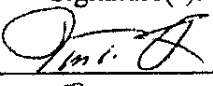
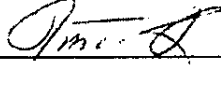
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TALLAHASSEE, FLORIDA

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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
CompScript - Mobile, Inc.		Regis T. Robbins, Treasurer
Compscript, LLC		Regis T. Robbins, Treasurer of
		Neighborhood Pharmacy Services Inc.

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
CompScript - Mobile, Inc.	Delaware	Corporation
Compscript, LLC	Florida	LLC

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Compscript, LLC	Florida	LLC

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

Please see exhibit A to this form.

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TALLAHASSEE, FLORIDA

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

Please see Exhibit A to this form.

(Attach additional sheet if necessary)

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

Please see Exhibit A to this form.

(Attach additional sheet if necessary)

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

Please see Exhibit A to this form.

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

Please see Exhibit A to this form.

(Attach additional sheet if necessary)

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Plan of Merger") dated as of December 17, 2012, is adopted and made by and between CompScript – Mobile, Inc., a Delaware corporation ("Subsidiary"), and CompScript, LLC, a Florida limited liability company ("Parent") (Parent and Subsidiary being sometimes referred to herein each individually as a "Constituent Company" and together collectively as the "Constituent Companies").

RECITALS:

A. Subsidiary is a corporation organized and existing under the laws of the State of Delaware, the authorized capital stock of which consists of 1,000 shares of common stock, of which all issued and outstanding shares of the Subsidiary Stock are owned by Parent.

B. Parent is a limited liability company organized and existing under the laws of the State of Florida.

C. The sole member of Parent deems the merger of Subsidiary with and into Parent, under and pursuant to the terms and conditions of this Plan of Merger, to be desirable and in the best interests of Parent, and has adopted resolutions approving this Plan of Merger.

D. The board of directors of Subsidiary deems the merger of Subsidiary with and into Parent, under and pursuant to the terms and conditions of this Plan of Merger, to be desirable and in the best interests of Subsidiary, and has adopted resolutions approving this Plan of Merger.

E. For federal income tax purposes, the Merger (as defined in Article I hereof) is intended to qualify as a reorganization under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and the corresponding income tax regulations promulgated thereunder (the "Code").

NOW, THEREFORE, in consideration of the recitals and of the agreements contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Constituent Companies agree as follows:

ARTICLE I Merger

Subject to the terms and conditions of this Plan of Merger, on the Effective Date (as defined in Article VI hereof), Subsidiary shall be merged with and into Parent pursuant to the provisions of, and with the effect provided in Section 264 of the Delaware General Corporation Law and Section 608.438 et seq., of the Florida Limited Liability Companies Law.

Upon the Effective Date, the separate existence of Subsidiary shall cease and all rights, privileges, powers, immunities, and franchises, public or private, of Subsidiary, and all property, real, personal, and mixed, and debts due to Subsidiary on whatever account, as well as all

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TALLAHASSEE, FLORIDA

subscriptions for stock or membership interests and all other choses or things in action, and every other interest of or belonging to or due Subsidiary, shall be taken and deemed to be transferred to and vested in Parent without further act or deed; provided, however, that all rights of creditors and all liens on any property of Subsidiary shall be preserved and unimpaired, and all debts, liabilities, duties, and obligations of Subsidiary shall thenceforth attach to Parent and may be enforced against Parent to the same extent as if said rights, liens, debts, liabilities, duties, or obligations had been incurred, contracted, or assumed by Parent.

ARTICLE II

Consent to Suit and Service of Process

Parent hereby consents to service of process in the State of Delaware in any proceeding for the enforcement of any obligation of Subsidiary.

ARTICLE III

Articles of Organization and Limited Liability Company Agreement

The Articles of Organization and the Limited Liability Agreement of Parent on and after the Effective Date shall be Parent's existing Articles of Organization and Limited Liability Agreement until changed or amended as provided therein or by applicable law.

ARTICLE IV

Sole Member

The sole member of Parent shall continue to be Parent's sole member on and after the Effective Date, and the principal place of business of the Parent and Parent's sole member and after the Effective Date shall be: 900 Omnicare Center, 201 E. 4th Street, Cincinnati, OH 45202.

ARTICLE II

Cancellation of Shares

As of the Effective Date, each share of common stock of Subsidiary issued and outstanding on the Effective Date shall be cancelled, and all rights in respect thereof shall cease, and thereafter any and all certificates for such shares shall be surrendered and cancelled. Each membership interest of Parent issued and outstanding on the Effective date shall continue to be issued and outstanding membership interests of Parent.

ARTICLE III

Effective Date of Merger

A Certificate of Merger evidencing the Merger shall be delivered to the Secretary of State of Delaware and the Articles of Merger evidencing the Merger shall be delivered to the Secretary of State of Florida for filing. The Merger shall be effective as of the date of filing of the Certificate of Merger (such date and time being herein referred to as the "Effective Date").

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DELAWARE

ARTICLE VII
Further Assurances

If at any time Parent shall consider or be advised that any further assignments, conveyances, or assurances are necessary or desirable to vest, perfect, or confirm in Parent title to any property or rights of Subsidiary, or otherwise to carry out the provisions of this Plan of Merger, the board of directors of Subsidiary as of the Effective Date, and thereafter the sole member of Parent acting on behalf of Subsidiary, shall execute and deliver any and all property assignments, conveyances, and assurances, and do all things necessary or desirable to vest, perfect, or confirm title to such property or rights in Parent and otherwise to carry out the provisions of this Plan of Merger.

ARTICLE VIII
Miscellaneous

(A) Prior to the filing of any Articles of Merger, this Plan of Merger may be amended or supplemented by mutual agreement of each of the Constituent Companies. Any such amendment or supplement must be in writing and approved by the board of directors and sole member of each of the Constituent Companies, and to the extent required by applicable law, by any necessary vote of the shareholder/member of the Constituent Companies. In addition, this Plan of Merger may be terminated by the action of the board of directors/member of either of the Constituent Companies at any time for any reason prior to the filing of any Articles of Merger.

(B) The headings of the Articles of this Plan of Merger are inserted for convenience of reference only and are not intended to be part of or to affect the meaning or interpretation of this Plan of Merger.

(C) For the convenience of the Constituent Companies and to facilitate the filing and recording of this Plan of Merger, this Plan of Merger may be executed in several counterparts, each of which shall be deemed the original, but all of which together shall constitute one and the same instrument.

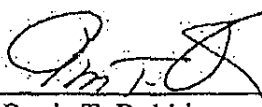
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IN WITNESS WHEREOF, each of the Constituent Companies has caused this Plan of Merger to be executed by its duly authorized officer as of the date first set forth above.

SUBSIDIARY

COMPSCRIPT – MOBILE, INC.

By: 
Name: Regis T. Robbins
Title: Treasurer

PARENT

COMPSCRIPT, LLC
by its sole member, *Neighborcare pharmacy
services, Inc.*

By: 
Name: Regis T. Robbins
Title: Treasurer

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 18, 2012

CSC
CARINA L. DUNLAP

SUBJECT: COMPScript, LLC
Ref. Number: L05000100371

We have received your document for COMPScript, LLC and your check(s) totaling \$100.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fees to file the articles of merger are as follows:

For each Limited Partnership:	\$52.50
For each Limited Liability Company:	25.00
For each Corporation:	35.00
For each General Partnership:	25.00
All Others:	25.00

If the merging entity is a corporation, signature of a chairman, vice chairman, president or officer is required. For LLC's signature of a member or authorized representative of a member is required, please insert the titles accordingly.

The plan of merger must contain the exact name and jurisdiction for each party to the merger.

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) 245-6051.

Barbara Bostick
Regulatory Specialist II

Letter Number: 512A00029833



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 20, 2012

CSC
CARINA L. DUNLAP

SUBJECT: COMPSRIPT, LLC
Ref. Number: L05000100371

RESUBMIT

Please give original
submission date as file date.

We have received your document for COMPSRIPT, LLC and your check(s) totaling \$100.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The plan of merger must contain the exact name and jurisdiction for each party to the merger.

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) 245-6051.

Barbara Bostick
Regulatory Specialist II

Letter Number: 512A00030057

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