

**L96000001075**

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

FILED  
96 OCT 11 PM 3:50  
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TALLAHASSEE, FLORIDA

100001974561--0

10/15/96 01169--002

\*\*\*\*285.00 \*\*\*\*285.00

*Mergerco Florida No. 1, L.C.*

100001974561--0

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\*\*\*\*\*52.50 \*\*\*\*\*52.50

☐ Profit  
☐ NonProfit  
☒ Limited Liability Co.

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fictitious Name Filing

☒ Certified Copy

☐ Photo Copies

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DIVISION OF CORPORATION

CR2E031 (1-89)

*10 OCT 11 1996*

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED  
LIABILITY COMPANY**

**ARTICLE I - Name**

The name of the Limited Liability Company is:

Mergerco Florida No. 1, L.C.

**ARTICLE II - Address**

The mailing address and, if different, the street address of the principal office of the Limited Liability Company is/are:

8408 Benjamin Road  
Tampa, FL 33634

**ARTICLE III - Duration**

The period of duration for the Limited Liability Company shall be:

March 1, 2026

**ARTICLE IV - Management**

*(check and complete the appropriate statement)*

☒ The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

Carl I. Kanter, 100 Summit Avenue, Montvale, NJ 07645  
Bert I. Weinstein, 100 Summit Avenue, Montvale, NJ 07645  
Thomas Apter, 100 Summit Avenue, Montvale, NJ 07645  
Caroline Dorea, One Merck Drive, Whitehouse Station, NJ 08889

☐ The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

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TALLAHASSEE, FLORIDA

**ARTICLE V - Registered Agent**

The name and street address of the initial registered agent of the Limited Liability Company is:

**CT CORPORATION SYSTEM**  
1200 South Pine Island Road  
Plantation, Florida 33324

**ARTICLE VI - Registered Office**

The street address of the initial registered office of the Limited Liability Company is:

**c/o CT CORPORATION SYSTEM**  
1200 South Pine Island Road  
Plantation, Florida 33324

**\*ARTICLE VII - Admission of Additional Members**

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

N/A

**\*ARTICLE VIII - Members' Rights to Continue Business**

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be: N/A Merck-Medco Managed Care, Inc.

September 30, 1996

(Date)

Douglas W. Wamsley  
(Signature of Member or the Authorized  
Representative of a Member)

Douglas W. Wamsley, Vice President

**REGISTERED AGENT ACCEPTANCE**

Having been named as registered agent and to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of section 608.415, Florida Statutes, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

**CT CORPORATION SYSTEM**

By

Timothy E. Carlson  
**TIMOTHY E. CARLSON**  
**ASSISTANT SECRETARY**

(Type Name of Officer)

(Title of Officer)

10/2/96  
(Date)

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TALLAHASSEE, FLORIDA

\*(Optional)

(FLA. - LLC 3207)

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of \_\_\_\_\_

Mergerco Florida No. 1, L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 100.00 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ \_\_\_\_\_ . This cash total includes amounts from 2 and 3 above.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 100.00 . This total includes amounts from 2 and 3 above.

Merck-Medco Managed Care, Inc.

*Douglas W. Wamsley*

Signature of a member or authorized representative of a member.  
(In accordance with section 608.400(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalty of perjury that the facts stated herein are true.)

Douglas W. Wamsley, Vice President

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**CORPORATION(S) NAME**

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Mengco Florida No. 1, LC

changing its name to:

Merck-Medco RY Services of Florida, cc.

<input type="checkbox"/> Profit	<input checked="" type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit		
<input type="checkbox"/> Limited Liability Co.		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other, UCC Filing
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of P.A.
		<input type="checkbox"/> Fic. Name
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<input checked="" type="checkbox"/> Walk In		<input checked="" type="checkbox"/> Pick Up
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**CR2E031 (1-89)**

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Please see ~~letter~~ 45-112-2926

**ARTICLES OF AMENDMENT**

**TO**

**ARTICLES OF ORGANIZATION**

**EFFECTIVE DATE**

12-29-96

Pursuant to the provision of section 608.411, Florida Statutes as amended, the undersigned limited liability company adopts the following articles of amendment to its articles of organization and swears to the following:

**FIRST:** The name of the limited liability company is:

Mergerco Florida No. 1, L.C.

**SECOND:** The articles of organization were filed on the 11 day of October, 19 96.

**THIRD:** The following amendment(s) to the articles of organization was (were) adopted by the limited liability company:

Effective December 29, 1996, the name of the limited liability company is Merck-Medco Rx Services of Florida, L.C.

**FOURTH:** The amendment(s) was(were) adopted by the members of the limited liability company on the 1st day of December, 19 96.

**Dated:** December 13, 19 96.

Mergerco Florida No. 1, L.C.

  
(Signature of Member or the Authorized  
Representative of a Member)

Carl I. Kanter, Manager

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