

M97000000153

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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WAIT

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MAIL

(Business Entity Name)

M97-153

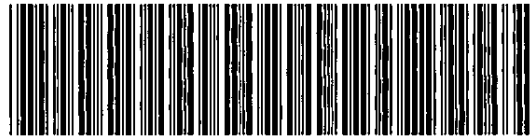
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05/14/08--01036--019 **25.00

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FILED
08 MAY 19 AM 10:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

N. Culligan MAY 19 2008

FARRIS BOBANGO BRANAN PLC

ATTORNEYS AT LAW

1100 Ridgeway Loop Road, Suite 400 / Memphis, TN 38120 / 901-259-7120 / Fax 901-259-7180

May 12, 2008

VIA FEDERAL EXPRESS

Florida Department of State
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: McKesson Medication Management, LLC

Dear Sir or Madam:

Enclosed please find two (2) original applications by a foreign limited liability company to amend authority to do business in Florida for the above-referenced foreign limited liability company. Along with this document, I have also enclosed the following: (i) the filed Amended Certificate of Formation with the Delaware Secretary of State; (ii) a good standing certificate from the Delaware Secretary of State with the LLC's new name; (iii) an affidavit from the chief manager acknowledging a change in the managers of the company; (iv) the filing fee of \$60.00 to cover both filings; and (v) a Fed Ex envelope.

Upon filing of this certificate and the affidavit, please send back to me, via the enclosed Fed Ex envelope, evidence that the documents have been filed with your office. Should you have any questions or need any additional documentation, please feel free to contact me at the number above.

Sincerely,
FARRIS BOBANGO BRANAN, PLC


Seth McNamee





FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 15, 2008

SETH NCNAMEE
FARRIS BOBANGO BRANAN, PLC
1100 RIDGEWAY LOOP ROAD, SUITE 400
MEMPHIS, TN 38120

SUBJECT: MCKESSON MEDICATION MANAGEMENT LLC
Ref. Number: M97000000153

We have received your document for MCKESSON MEDICATION MANAGEMENT LLC and your check(s) totaling \$60.00. However, the document has not been filed and is being retained in this office for the following:

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

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) 245-6067.

Neysa Culligan
Document Specialist

Letter Number: 308A00031019

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: McKesson Medication Management, LLC
(Name of Foreign Limited Liability Company)

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Seth McNamee

(Name of Person)

Farris Bobango Branan, PLC

(Firm/Company)

1100 Ridgeway Loop Road, Suite 400

(Address)

Memphis, TN 38120

(City/State and Zip Code)

For further information concerning this matter, please call:

Seth McNamee

(Name of Person)

at (901) 259-7120

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

- ☐ \$25 Filing Fee ☒ \$30 Filing Fee & Certificate of Status ☐ \$55 Filing Fee & Certified Copy ☐ \$60 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: McKesson Medication Management, LLC

2. Jurisdiction of its organization: Delaware

3. Date authorized to do business in Florida: September 19, 2001

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? April 14, 2008

5. New name of the limited liability company: CPS MedManagement, LLC
(must end with "Limited Liability Company," "L.L.C.," or "LLC.")

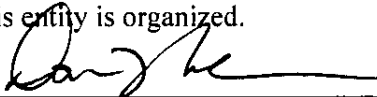
(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must end with "Limited Liability Company," "L.L.C." or "LLC.")

6. If the amendment changes the period of duration, indicate new period of duration:

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: The Company's principal business address is changed to 6409 Quail Hollow Memphis, Tennessee 38120.

9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.


Signature of a member or the authorized representative of a member

Don Nickleson

Typed or printed name of signee

Filing Fee: \$25.00

FILED
08 MAY 19 AM 10:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "MCKESSON MEDICATION MANAGEMENT LLC", CHANGING ITS NAME FROM "MCKESSON MEDICATION MANAGEMENT LLC" TO "CPS MEDMANAGEMENT, LLC", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF APRIL, A.D. 2008, AT 9:24 O'CLOCK A.M.



2630329 8100

080422169

You may verify this certificate online
at corp.delaware.gov/authver.shtml

A handwritten signature in cursive script that reads "Harriet Smith Windsor".

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6520487

DATE: 04-14-08

APR-14-2008 09:26

THE BRYNDI FIRM

3526586395 P.02

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:28 AM 04/14/2008
FILED 09:24 AM 04/14/2008
SRV 080422169 -- 2630329 FILE

**AMENDED AND RESTATED
CERTIFICATE OF FORMATION**

McKesson Medication Management LLC, a Delaware limited liability company (the "Company"), in order to amend and restate its certificate of formation, as originally filed on June 4, 1996, under the name VHB MEDIC, L.L.C., and as further amended prior to the date hereof, in accordance with Section 18-208 of the Delaware Limited Liability Company Act, 6 Del. C. § 18-101 et seq. (the "Act"), hereby amends and restates its certificate of formation in its entirety as follows:

1. The name of the Company is CPS ModManagement, LLC.
2. The Company's registered office in the State of Delaware is located at 1209 Orange Street, Wilmington, New Castle County, Delaware, 19801. The Company's registered agent at such office is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned, being the sole member of the Company and an "authorized person" within the meaning of the Act, has executed this Amended and Restated Certificate of Formation as of this 14th day of April 2008.

PPS HOLDINGS, INC..
a Tennessee corporation

By: 
Donald J. Nickleson
President and Chief Executive Officer

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TOTAL P.02