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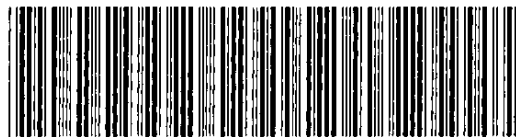
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B. KOHR
DEC 31 2007
EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 379967 4369500
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 10.00

FILED
07 DEC 31 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 28, 2007

ORDER TIME : 9:11 AM

ORDER NO. : 379967-025

CUSTOMER NO: 4369500

ARTICLES OF MERGER

EXPERT-MED INC.

INTO

THE HARVARD DRUG GROUP, L.L.C.

File 15t

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY

CONTACT PERSON: Doreen Wallace

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER

of

EXPERT-MED INC,
a Florida corporation

into

THE HARVARD DRUG GROUP, L.L.C.,
a Michigan limited liability company

FILED
07 DEC 31 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with the terms and provisions of the Florida Business Corporation Act and the Michigan Limited Liability Company Act, The Harvard Drug Group, L.L.C., a Michigan limited liability company (the "**Surviving LLC**"), hereby submits the following Articles of Merger in accordance with Florida Statutes Section 607.1109 and Michigan Statutes Section 450.4705a, duly executed by each party to the merger:

FIRST: The exact name, jurisdiction, type of entity and document number for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>	<u>Florida Document Number</u>
Expert-Med Inc.	Florida	Corporation	V58783

SECOND: The exact name, jurisdiction, type of entity, document number and street address/principal place of business for each **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>	<u>Michigan Document Number</u>	<u>Street Address/Principal Place of Business</u>
The Harvard Drug Group, L.L.C.	Michigan	Limited Liability Company	B13117	31778 Enterprise Drive Livonia, MI 48150

THIRD: The Plan of Merger attached hereto as **Exhibit "A"** (the "**Plan of Merger**") meets the requirements of Florida Statutes Section 607.1109 *et seq.* and Michigan Statutes Section 450.4705a and was unanimously approved and adopted by the sole shareholder of Expert-Med Inc., a Florida corporation (the "**Disappearing Corporation**"), in accordance with

Florida Statutes Section 607.1108 et seq., and the sole member of the Surviving LLC in accordance with Michigan Statutes Section 450.4705a(4).

FOURTH: The merger is permitted under the laws of the State of Florida and the State of Michigan and is not prohibited by the Articles of Incorporation or By-Laws of the Disappearing Corporation or the Articles of Organization of the Surviving LLC.

FIFTH: The merger shall be effective as of 11:59 P.M. on December 31, 2007 (the “Effective Time”).

SIXTH: The Articles of Organization of the Surviving LLC, in effect immediately prior to the Effective Time shall, without any changes, be the Articles of Organization of the Surviving LLC immediately following the Effective Time and until further amended as permitted by law.

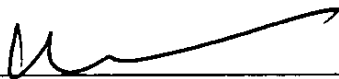
SEVENTH: These Articles of Merger comply and were executed in accordance with the laws of the State of Florida and the State of Michigan.

* * *

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Merger as of this 31st day of December, 2007.

DISAPPEARING CORPORATION:

EXPERT-MED INC, *a Florida corporation*

By: 
Randolph J. Friedman, *President*

SURVIVING LLC:

THE HARVARD DRUG GROUP, L.L.C., *a Michigan limited liability company*

By: 
Randolph J. Friedman, *Chief Executive Officer*

EXHIBIT "A"

see attached.

PLAN OF MERGER

We hereby submit the following plan of merger (the "**Plan**") in accordance with Florida Statutes Section 607.1108 and Michigan Statutes Section 450.4705a. The Plan has been approved by each party to the merger in accordance with Florida Statutes Section 607.1109 and Michigan Statutes Section 450.4705a.

FIRST: The exact name, jurisdiction, type of entity and document number for each **merging/constituent** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>	<u>Florida Document Number</u>
Expert-Med Inc.	Florida	Corporation	V58783

SECOND: The exact name, jurisdiction, type of entity, document number and street address/principal place of business for each **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>	<u>Michigan Document Number</u>	<u>Street Address/Principal Place of Business</u>
The Harvard Drug Group, L.L.C.	Michigan	Limited Liability Company	B13117	31778 Enterprise Drive Livonia, MI 48150

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

(a) **Merger.** In accordance with Florida Statutes Section 607.1109 and Michigan Statutes Section 450.4705a, the merging party, Expert-Med Inc, a Florida corporation (the "**Disappearing Corporation**"), shall merge with and into the surviving party, The Harvard Drug Group, L.L.C., a Michigan limited liability company ("**Surviving LLC**"), as of 11:59 P.M. on December 31, 2007 (the "**Effective Time**"). At the Effective Time, the separate existence of the Disappearing Corporation shall cease and the Surviving LLC shall continue to exist under and be governed by the Michigan Limited Liability Company Act (the "**Act**").

(b) **Articles of Organization.** The Articles of Organization of the Surviving LLC, in effect immediately prior to the Effective Time shall, without any changes, be the Articles of Organization of the Surviving LLC immediately following the Effective Time and until further amended as permitted by law.

(c) **Officers.** The officers of the Surviving LLC in office immediately prior to the Effective Time shall continue to be the officers of the Surviving LLC immediately following the Effective Time and shall hold office in accordance with the governing documents of the Surviving LLC.

(d) **Effect of Merger.** As of the Effective Time, the separate existence of the Disappearing Corporation shall cease and the Surviving LLC shall be fully vested with all rights, privileges, properties, immunities, disabilities, liabilities and duties of the Disappearing Corporation and the title to all property, real, personal and mixed, and rights owned by the Disappearing Corporation shall be fully vested in the Surviving LLC without reversion or impairment, as more particularly set forth in Florida Statutes Section 607.11101 and Michigan Statutes Section 450.4705a.

FOURTH:

(a) **Conversion of Interests.** The manner and basis for converting the interests of the Disappearing Corporation into the interests of the Surviving LLC are as follows as of the Effective Time: (i) each share of common stock of the Disappearing Corporation shall, by operation of the merger, cease to represent an interest in the Disappearing Corporation, and shall instead represent only the right to receive the Merger Consideration (as hereinafter defined) payable to the holder thereof as set forth in Section (b) of this Article FOURTH; and (ii) the Surviving LLC shall distribute the Merger Consideration to the shareholder of the Disappearing Corporation as set forth in Section (b) of this Article FOURTH.

(b) **Merger Consideration.** As of the Effective Time, the Surviving LLC shall distribute to the sole shareholder of the Disappearing Corporation One Dollar (\$1.00) (the "**Merger Consideration**").

(c) **Rights to Acquire Interests.** There are no rights to acquire any interest in the Disappearing Corporation or the Surviving LLC.

FIFTH: Other provisions relating to the merger are as follows:

(a) **Management.** The Surviving LLC shall be member-managed.

(b) **Succession and Assignment.** This Plan of Merger shall be binding upon and inure to the benefit of the parties named herein and their respective successors, permitted assigns, distributees, heirs, and grantors of any revocable trusts of a party hereto.

(c) **Amendments and Waivers.** No amendment of any provision of this Plan of Merger shall be valid unless the same shall be in writing and signed by the parties hereto. No waiver by any party of any breach, default or misrepresentation, whether intentional or not, shall be deemed to extend to any prior or subsequent breach, default or misrepresentation or affect in any way any rights arising by virtue of any prior or subsequent occurrence. All waivers must be in writing, signed by the waiving party, to be effective.

(d) **Severability**. Any term or provision of this Plan of Merger that is invalid or unenforceable in any situation in any jurisdiction shall not affect the validity or enforceability of the remaining terms and provisions hereof or the validity or enforceability of the offending term or provision in any other situation or in any other jurisdiction.

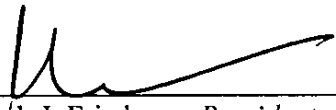
(e) **Further Assurances**. Each party hereto shall, at the reasonable request of the other party, execute and deliver to the other party all further documents, instruments, assignments and assurances, and take any actions reasonably requested by the other party that are reasonably necessary to effect the merger and otherwise to carry out the terms and provisions of this Plan of Merger.

* * *

The parties hereto have executed this document as of the 31st day of December, 2007, as evidence that they agree, accept and adopt this Plan of Merger.

DISAPPEARING CORPORATION:

EXPERT-MED INC, a Florida corporation

By: 
Randolph J. Friedman, *President*

SURVIVING LLC:

**THE HARVARD DRUG GROUP, L.L.C., a
Michigan limited liability company**

By: 
Randolph J. Friedman, *Chief Executive
Officer*