

PO3000136346

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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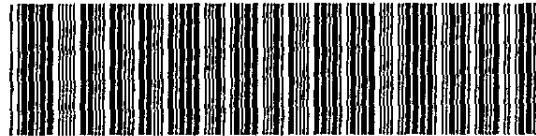
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/14/05
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TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Health Care Logistics, Inc.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Deborah Belcher
(Name of person)

Becker & Lilly, LLC
(Name of firm/company)

100 East Broad St., Suite 2320
(Address)

Columbus, OH 43215
(City/state and zip/code)

For further information concerning this matter, please call:

Michael R. Becker at (614) 469-4778
(Name of person) (Area code & daytime telephone number)

☒ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

ARTICLES OF MERGER **(Profit Corporations)**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Health Care Logistics, Inc.	Ohio	Charter no. 522661

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Pharmart, Inc.	Florida	P03000136346

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 12/31/04 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 28, 2004

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 28, 2004

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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05 JAN 10 PM 3:56
TALLAHASSEE, FLORIDA
STATE

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Health Care Logistics, Inc. MB Sher
Pharmart, Inc. MB Sher

Michael R. Becker, Vice President
Michael R. Becker, Asst. Secretary/
Counselor

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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Health Care Logistics, Inc.

Ohio

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Pharmart, Inc.

Florida

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

(see attached)

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(see attached)

(Attach additional sheets if necessary)

**AGREEMENT AND PLAN OF MERGER
OF
PHARMART, INC.
INTO
HEALTH CARE LOGISTICS, INC.**

THIS AGREEMENT AND PLAN OF MERGER, made and entered into this 28th day of December, 2004, by and between PHARMART, INC., a Florida corporation (hereinafter referred to as the "Constituent Corporation") and HEALTH CARE LOGISTICS, INC., an Ohio corporation (hereinafter referred to as the "Surviving Corporation");

WITNESSETH:

WHEREAS, the Surviving Corporation is a corporation duly formed and organized and in good standing in the State of Ohio (Corporate Charter No. 522661).

WHEREAS, the Constituent Corporation is a corporation duly formed and organized and in good standing in the State of Florida (Corporate Document No. P03000136346).

WHEREAS, the Board of Directors and Shareholders of the Surviving Corporation and the Constituent Corporation believe it to be in the best interests of each corporation and the shareholders to merge the Constituent Corporation into the Surviving Corporation, all in accordance with and subject to the terms and provisions of this Agreement and Plan of Merger.

NOW, THEREFORE, in consideration of the premises, and other good and valuable consideration, the receipt of which is hereby acknowledged, the Surviving Corporation and the Constituent Corporation agree as follows:

1. Surviving Corporation. Health Care Logistics, Inc. was incorporated under the laws of the State of Ohio on September 14, 1978. Its authorized capital consists of eight hundred fifty (850) shares of no par value common stock, one hundred (100) of which are currently issued and outstanding.

2. Constituent Corporation. Pharmart, Inc. was incorporated under the laws of the State of Florida on November 20, 2003. Its authorized capital consists of one thousand (1,000) shares of no par value common stock, one hundred (100) of which are currently issued and outstanding.

3. Merger; Effective Date. The Constituent Corporation will be merged into the Surviving Corporation, which will be an Ohio corporation governed by the laws of the State of Ohio, effective as of midnight, December 31, 2004.

4. Authority. The laws of the State of Ohio and the State of Florida permit the merger in the manner provided herein pursuant to Section 1701.78 of the Ohio Revised Code and Section 607.1107 of the Florida Business Corporation Act, respectively.

5. Plan of Merger. The Agreement and Plan of Merger is as follows:

AGREEMENT AND PLAN OF MERGER OF
PHARMART, INC.
INTO
HEALTH CARE LOGISTICS, INC.

(a) PHARMART, INC. (the "Constituent Corporation") shall be merged into HEALTH CARE LOGISTICS, INC. (the "Surviving Corporation") and the separate corporate existence of the Constituent Corporation shall cease, as of the Effective Date set forth in this Agreement and Plan of Merger.

(b) The Surviving Corporation shall continue under the name HEALTH CARE LOGISTICS, INC. and it shall continue to exist under the laws of the State of Ohio.

(c) The shares of stock issued by the Surviving Corporation shall remain issued and outstanding; and the stock issued and held by the shareholders of the Constituent Corporation shall be surrendered and cancelled, and the shareholders of the Constituent Corporation shall receive cash paid to them by the Surviving Corporation, all as of the Effective Date.

(d) Upon the Effective Date, all of the assets and properties of the Constituent Corporation of whatever nature and wherever located, shall be and become the assets and properties of the Surviving Corporation and title thereto shall be vested without further act or deed in the Surviving Corporation.

(e) Upon the Effective Date hereof, all of the debts, liabilities, obligations, and duties of the Constituent Corporation shall be assumed by the Surviving Corporation, which shall thereafter be responsible, without limitation, for such debts, liabilities, obligations, and duties.

(f) The Code of Regulations of the Constituent Corporation shall be cancelled and the Code of Regulations of the Surviving Corporation shall be and remain the Code of Regulations of the Surviving Corporation.

(g) After the Effective Date, the Board of Directors and officers of the Constituent Corporation shall have no power, authority or responsibility; and the affairs of the Constituent Corporation shall be managed and directed by the Board of Directors of the Surviving Corporation. The merger shall effect no change in the Board of Directors of the Surviving Corporation.

(h) The merger does not conflict with or make any changes in the Articles of Incorporation of the Surviving Corporation.

(i) The Effective Date of this merger for tax and accounting purposes shall be midnight on December 31, 2004.

6. Office. The principal office of the Surviving Corporation shall be located in Pickaway County, Ohio.

7. Surviving Corporation; Shareholder Approval. The issued and outstanding stock of the Surviving Corporation consists of one hundred (100) shares of no par value common stock. By written consent to action without a meeting executed as of the 28th day of December 2004, the sole Shareholder of all of the issued and outstanding common stock of the Surviving Corporation approved and adopted the foregoing Agreement and Plan of Merger. Through such consent, there were one hundred (100) shares of the Surviving Corporation which voted in favor of the Agreement and Plan of Merger and no shares which were voted against such Plan.

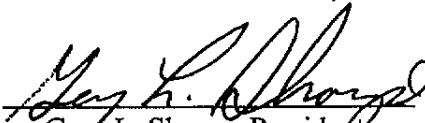
8. Surviving Corporation; Board of Director Approval. By written consent to action without a meeting executed as of the 28th day of December, 2004, the sole Director of the Surviving Corporation adopted a resolution approving the foregoing Agreement and Plan of Merger.

9. Constituent Corporation Shareholder Approval. The issued and outstanding stock of the Constituent Corporation consists of one hundred (100) shares of no par value common stock. By written consent to action without a meeting executed as of the 28th day of December 2004, the sole Shareholder of all of the issued and outstanding common stock of the Constituent Corporation approved and adopted the foregoing Agreement and Plan of Merger. Through such consent, there were one hundred (100) shares of the Constituent Corporation which voted in favor of the Agreement and Plan of Merger and no shares which were voted against such Plan.

10. Constituent Corporation Board of Directors Approval. By written consent to action without meeting executed as of the 28th day of December, 2004, the sole Director of the Constituent Corporation adopted a resolution approving the foregoing Agreement and Plan of Merger.

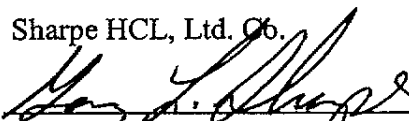
IN WITNESS WHEREOF, HEALTH CARE LOGISTICS, INC., the Surviving Corporation and PHARMART, INC., the Constituent Corporation, have each caused this Agreement and Plan of Merger to be executed by its duly authorized officers, all as of the day and year first above written.

HEALTH CARE LOGISTICS, INC.

By: 
Gary L. Sharpe, President

PHARMART, INC.

By: Sharpe HCL, Ltd. Co.

By: 
Gary L. Sharpe, Manager