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Division of Corporations

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**P07000038822**Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE**

Parman Investments Corp.

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$97.50

\$10.00

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**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, 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>
Cypam, LLC	Maryland	limited liability company
Parman Investments Corp.	Florida	corporation
PO7-38822		

**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>
Parman Investments Corp.	Florida	corporation

**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:

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**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:

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**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

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**EIGHTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Cypam, LLC	<i>M. Pakrawan</i>	HANOTCH EHR MIKE PAKRAWAN
Parman Investments Corp.	<i>M. Pakrawan</i>	HANOTCH EHR MIKE PAKRAWAN

**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

**Fees:**

\$35.00 Per Party

**Certified Copy (optional):**

\$8.75

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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>
Paraman Investments Corp.	Florida	corporation
Cypam, LLC	Maryland	limited liability company

**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>
Paraman Investments Corp.	Florida	corporation

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

see additional sheet

*(Attach additional sheet if necessary)*

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**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:

**see additional sheet**

*(Attach additional sheet if necessary)*

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the 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:

*(Attach additional sheet if necessary)*

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Parman Investments Corp.

## Third continued:

At the Effective time, (a) the separate existence of Cypam, LLC shall cease and Cypam, LLC shall be merged with and into the surviving Corporation and the surviving Corporation, a Florida corporation, will be the surviving entity pursuant to the terms of the Articles of Merger; (b) the Certificate of Incorporation and Bylaws of the surviving Corporation, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation and Bylaws of the surviving entity until duly amended in accordance with their terms and applicable law; (c) each membership interest of Cypam, LLC outstanding immediately prior to the Effective Time shall be converted as provided below; (d) The share of Common Stock of the surviving Corporation outstanding immediately prior to the Effective Time shall be cancelled as provided below; (e) the Members of Cypam, LLC receiving shares of the surviving Corporation as set forth above shall be the shareholders of the surviving Corporation as the surviving entity, and the Directors of the surviving Corporation shall be the Directors of the surviving Corporation as the surviving entity; (f) and this Merger shall have all of the effects provided by applicable law.

At and after the Effective Time, without further act or deed, all of the rights, privileges and powers, and all of the property, real, personal and mixed of, and all debts due to Cypam, LLC, as well as all of the things and causes of action belonging to Cypam, LLC shall be the property of the surviving Corporation as they were the property of Cypam, LLC, and the title to any real estate vested by deed or otherwise in Cypam, LLC shall not revert or be in any way impaired by reason of the Merger; all rights of creditors and all liens upon any property of any of the parties hereto shall be preserved unimpaired, and all debts, liabilities, and duties of the respective parties hereto shall thenceforth attach to the surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it.

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ProCare Pharmacy Benefit Manager, Inc.

Fourth continued:

Each membership interest of Cypam, LLC that is issued and outstanding immediately prior to the Effective Time shall be converted into, and shall represent the right to receive one (1) share of the Common Stock of the surviving Corporation, as the surviving entity. All of the membership interests of the Merging Corporation, when so converted, shall automatically be cancelled, shall cease to exist and shall no longer be outstanding.

The one hundred and eleven (111) share of Common Stock of the surviving Corporation that are issued and outstanding immediately prior to the Effective Time shall automatically be canceled, shall cease to exist and shall no longer be outstanding at the Effective Time.

Until surrendered, each certificate, agreement or other instrument which prior to the Effective Time represented a membership interest of Cypam, LLC shall be deemed at the Effective Time for all purposes to represent only the right to receive the number of shares of the surviving Corporation's Common Stock as provided in this Article 4. With respect to any such certificate, agreement or other instrument that has been lost or destroyed, the surviving Corporation shall issue the requisite number of shares of the surviving Corporation's Common Stock attributable to such certificate, agreement or other instrument upon receipt of evidence and indemnity reasonably satisfactory to it of ownership of the surviving Corporation's Common Stock thereby.

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**FIFTH:** If a partnership is the survivor, the name and business address of each general partner is as follows:

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*(Attach additional sheet if necessary)*

**SIXTH:** If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

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*(Attach additional sheet if necessary)*

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

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*(Attach additional sheet if necessary)*

**EIGHTH:** Other provision, if any, relating to the merger are as follows:

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*(Attach additional sheet if necessary)*

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