

P930000062014



ACCOUNT NO. : 072100000032

REFERENCE : 272239 8796A

AUTHORIZATION :

COST LIMIT : \$ 105.00

Patricia Pizich

ORDER DATE : February 25, 1997

ORDER TIME : 11:38 AM

100002097661--8

ORDER NO. : 272239-005

CUSTOMER NO: 8796A

CUSTOMER: Cindy Ellis, Esq
Schifino & Fleischer
One Tampa City Center, #2700
201 North Franklin Street
Tampa, FL 33602

FILED STATE
SECRETARY OF CORPORATIONS
97 FEB 25 PM 3:45

DOMESTIC AMENDMENT FILING

NAME: HEALTH FACTORS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

SP

Amend to
merger

D126/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 FEB 25 PM 3:45

AMENDMENT
TO
ARTICLES OF MERGER
OF
PHARMACY FACTORS OF CALIFORNIA, INC.
(a California corporation)
PHARMACY FACTORS OF TEXAS, INC.
(a Texas corporation)
AND
HEALTH FACTORS, INC.
(a Florida corporation)

Pursuant to the provisions of Sections 607.1104, 607.1105 and 607.1107 of the Florida Business Corporation Act, this Amendment to Articles of Merger provide that:

1. Pharmacy Factors of California, Inc. ("Pharmacy Factors of California"), a California corporation, and Pharmacy Factors of Texas, Inc., ("Pharmacy Factors of Texas") a Texas corporation, were to be merged with and into Health Factors, Inc. ("Health Factors"), a Florida corporation, which was to be the surviving corporation (the parties are hereinafter collectively referred to as the "Constituent Corporations"), pursuant to the terms of an Agreement and Plan of Merger (the "Plan of Merger") that was approved and adopted by the Boards of Directors of the Constituent Corporations on the 22nd day of November, 1997.

2. The Articles of Merger (the "Articles") were filed in the State of Florida on December 10, 1996; however, the Articles were not filed in the State of California or the State of Texas.

3. The shareholders and Board of Directors of the Constituent Corporations have approved and adopted an Agreement to Terminate the Plan of Merger, which agreement is attached hereto as Exhibit A and incorporated herein by this reference.

4. Pharmacy Factors of California and Pharmacy Factors of Texas are foreign corporations. Such foreign corporations have not complied with the laws under which each foreign corporation has been incorporated in order to effect the merger. Accordingly, the merger did not become effective at 5:00 p.m. Eastern Standard Time, on December 10, 1996, when the Articles were filed with the Secretary of State of Florida. The Articles and the transactions contemplated therein are null and void.

5. The total issued and outstanding capital stock of Pharmacy Factors of California consists of 1,000 shares of Common Stock, no par value, all of which shall continue to be owned by Health Factors.

6. The total issued and outstanding capital stock of Pharmacy Factors of Texas consists of 1,000 shares of Common Stock, \$.01 par value, all of which shall continue to be owned by Health Factors.

IN WITNESS WHEREOF, this Amendment to Articles of Merger has been executed on behalf of the Constituent Corporations by their authorized officers as of this 24th day of February, 1997.

PHARMACY FACTORS OF CALIFORNIA, INC.

Attested By: Scott W. Conard By: Ann Conard
~~Margo Baptist, Secretary~~
Scott Conard, Vice President Ann Conard, President

PHARMACY FACTORS OF TEXAS, INC.

Attested By: Scott W. Conard By: Ann Conard
~~Margo Baptist, Secretary~~
Scott Conard, Vice President Ann Conard, President

HEALTH FACTORS, INC.

Attested By: Scott W. Conard By: Ann Conard
~~Margo Baptist, Secretary~~
Scott Conard, Vice President Ann Conard, President

ACKNOWLEDGMENT

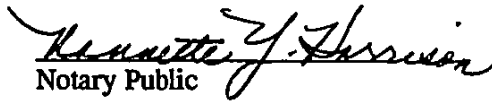
STATE OF FLORIDA

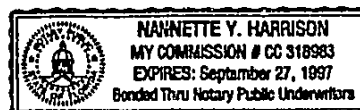
SS:

COUNTY OF HILLSBOROUGH

On this 24th day of February, 1997, before me personally appeared Ann Conard who acknowledged to me that she is the President of Pharmacy Factors of California, Inc. (the "Corporation"), a California corporation, and that she executed the foregoing Amendment to Articles of Merger as President of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 24th day of February, 1997.


Notary Public
My commission expires:
[seal]



ACKNOWLEDGMENT

STATE OF FLORIDA

SS:

COUNTY OF HILLSBOROUGH

On this 24th day of February, 1997 me personally appeared Ann Conard who acknowledged to me that she is the President of Pharmacy Factors of Texas, Inc. (the "Corporation"), a Texas corporation, and that she executed the foregoing Amendment to Articles of Merger as President of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 24th day of February, 1997.

Nannette Y. Harrison
Notary Public
My commission expires:
[seal]



ACKNOWLEDGMENT

STATE OF FLORIDA

SS:

COUNTY OF HILLSBOROUGH

On this 24th day of February, 1997 me personally appeared Ann Conard who acknowledged to me that she is the President of Health Factors, Inc. (the "Corporation"), a Florida corporation, and that she executed the foregoing Articles of Merger as President of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 24th day of February, 1997.

Hannette Y. Harrison
Notary Public
My commission expires:
[seal]

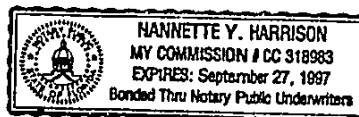


EXHIBIT A
Agreement to Terminate the Agreement and Plan of Merger

AGREEMENT TO TERMINATE

THE

AGREEMENT AND PLAN OF MERGER

BETWEEN

PHARMACY FACTORS OF CALIFORNIA, INC.,

(a California corporation)

PHARMACY FACTORS OF TEXAS, INC.

(a Texas corporation)

AND

HEALTH FACTORS, INC.

(a Florida corporation)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 25 PM 3:45

Agreement to Terminate the Agreement and Plan of Merger dated February 24, 1997, between Pharmacy Factors of California, Inc. ("Pharmacy Factors of California"), a California corporation, Pharmacy Factors of Texas, Inc. ("Pharmacy Factors of Texas"), and Health Factors, Inc. ("Health Factors"), a Florida corporation.

AGREEMENT

In consideration of the mutual covenants set forth in this Agreement, the parties hereto agree as follows:

1. On November 22, 1996, Pharmacy Factors of California, Pharmacy Factors of Texas and Health Factors (collectively, referred to herein as the "Constituent Corporations") entered into an Agreement and Plan of Merger (the "Merger Agreement").
2. The Articles of Merger were filed in the State of Florida but not in the State of California or the State of Texas.

3. The shareholders and Board of Directors of the Constituent Corporations have determined that it is in the best interests of the Constituent Corporations to abandon the merger and to terminate the Merger Agreement.

4. Without any action on the part of the parties or otherwise:

(a) Each issued and outstanding share of capital stock of Health Factors shall remain issued and outstanding.

(b) Each issued and outstanding share of the capital stock of Pharmacy Factors of California and Pharmacy Factors of Texas shall remain issued and outstanding; and,

(c) Health Factors shall continue to own all of the issued and outstanding shares of capital stock of Pharmacy Factors of California and Pharmacy Factors of Texas.

5. The articles of incorporation of Pharmacy Factors of California and Pharmacy Factors of Texas shall remain in effect and be the articles of incorporation of such corporations.

IN WITNESS WHEREOF, this Agreement to Terminate the Agreement and Plan of Merger has been executed on behalf of the Constituent Corporations by their authorized officers as of this 28th day of February, 1997.

PHARMACY FACTORS OF CALIFORNIA, INC.

Attested By:

Scott W. Conard
~~Margo Baptist, Secretary~~
Scott Conard, Vice President

By:

Ann Conard
Ann Conard, President

PHARMACY FACTORS OF CALIFORNIA, INC.

Attested By:

Scott W. Conard
~~Margo Baptist, Secretary~~
Scott Conard, Vice President

By:

Ann Conard
Ann Conard, President

PHARMACY FACTORS OF CALIFORNIA, INC.

Attested By:

Scott W. Conard
~~Margo Baptist, Secretary~~
Scott Conard, Vice President

By:

Ann Conard
Ann Conard, President

ACKNOWLEDGMENT

STATE OF FLORIDA)

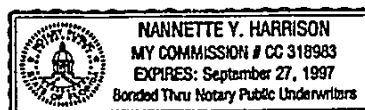
) SS:

COUNTY OF HILLSBOROUGH)

On this 24th day of February, 1997 before me personally appeared Ann Conard, who acknowledged to me that he is the President of Pharmacy Factors of California, Inc. (the "Corporation"), a California corporation, and that she executed the foregoing Agreement to Terminate the Agreement and Plan of Merger of the Corporation as President of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 24th day of February, 1997.

Nannette Y. Harrison
Notary Public
My commission expires:
[seal]



ACKNOWLEDGMENT

STATE OF FLORIDA)
) SS:
COUNTY OF HILLSBOROUGH)

On this 24th day of February, 1997, before me personally appeared Ann Conard, who acknowledged to me that she is the President of Health Factors, Inc. (the "Corporation"), a Florida corporation, and that she executed the foregoing Agreement to Terminate the Agreement and Plan of Merger of the Corporation as President of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 24th day of February, 1997.

Hannette Y. Harrison
Notary Public
My commission expires:
[seal]

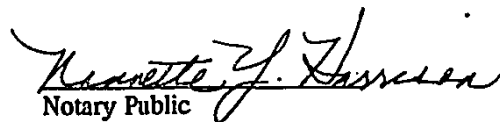


ACKNOWLEDGMENT

STATE OF FLORIDA)
) SS:
COUNTY OF HILLSBOROUGH)

On this 24th day of February, 1997, before me personally appeared Ann Conard, who acknowledged to me that she is the President of Pharmacy Factors of Texas, Inc. (the "Corporation"), a Florida corporation, and that she executed the foregoing Agreement to Terminate the Agreement and Plan of Merger of the Corporation as President of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 24th day of February, 1997.


Notary Public
My commission expires:
[seal]

