

P93000062014

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(City/State/Zip/Phone #)

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(Business Entity Name)

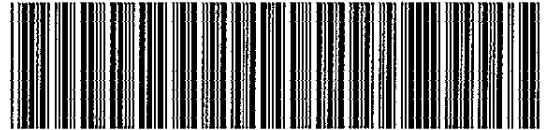
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03/13/03--01002--007 **35.00

02/28/03--01073--007 **113.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 MAR 11 PM 3:48

Morgan

V SHEPARD MAR 13 2003

VB



Sun Healthcare Group

Sun Healthcare Group, Inc. 101 Sun Avenue
Albuquerque, NM 87109
505.821.3355
www.sunh.com

March 7, 2003

Velma Shepard
Division of Corporations
409 E. Gaines, St.
Tallahassee, FL 32399
(850) 245-6050

RE: SunScript Medical Services, Inc. merger

Dear Ms. Shepard.

Attached is a check for the additional \$35.00 we were short for the merger filing of the above referenced company. Also attached, for your reference, is a copy of the Articles of Merger sent on 2/21/03.

Please let me know if you required anything further. Thank you.

Sincerely,

Anne Rider
Corporate Paralegal

Rec'd 3/11

ARTICLES OF MERGER
Merger Sheet

MERGING:

PHARMACY FACTORS OF FLORIDA, INC., a Florida corporation, S56353

PHARMACY FACTORS OF CALIFORNIA, INC., a California corporation not
qualified in Florida

PHARMACY FACTORS OF TEXAS, INC., a Texas corporation not qualified in
Florida

INTO

SUNSCRIPT MEDICAL SERVICES, INC., a Florida entity, P93000062014

File date: March 11, 2003

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER
(Profit Corporations)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 MAR 11 AM 3:48

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)
SunScript Medical Services, Inc.	Florida	P93000062014

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Pharmacy Factors of California, Inc.	California	
Pharmacy Factors of Florida, Inc.	Florida	S56353
Pharmacy Factors of Texas, Inc.	Texas	

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 / / (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 2/13/03

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

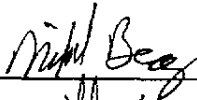
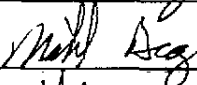
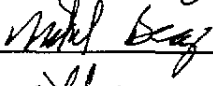
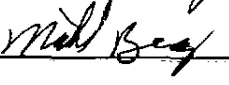
Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 2/13/03

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)

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
SunScript Medical Services, Inc.		Michael T. Berg, Secretary
Pharmacy Factors of California, Inc.		Michael T. Berg, Secretary
Pharmacy Factors of Florida, Inc.		Michael T. Berg, Secretary
Pharmacy Factors of Texas,		Michael T. Berg, Secretary

PLAN OF MERGER

1. SunScript Medical Services, Inc., which is a business corporation of the State of Florida and is the owner of all of the outstanding shares of Pharmacy Factors of California, Inc., a California corporation, Pharmacy Factors of Florida, Inc., a Florida corporation and Pharmacy Factors of Texas, Inc., a Texas corporation, hereby merges Pharmacy Factors of California, Inc., Pharmacy Factors of Florida, Inc. and Pharmacy Factors of Texas, Inc. with and into SunScript Medical Services, Inc. pursuant to the provisions of the Florida Business Corporation Act, the California Corporations Code and the Texas Business Corporation Act.
2. The separate existence of Pharmacy Factors of California, Inc., Pharmacy Factors of Florida, Inc. and Pharmacy Factors of Texas, Inc. shall cease at the effective time and date of the merger, and SunScript Medical Services, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.
3. The present bylaws of the surviving corporation will be the bylaws of the surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.
4. The directors and officers of the surviving corporation upon the effective merger date of the merger in the State of Florida shall be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their respective directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.
5. The outstanding shares of Pharmacy Factors of California, Inc., Pharmacy Factors of Florida, Inc. and Pharmacy Factors of Texas, Inc. immediately prior to the effective time and date of the merger shall not be converted or exchanged in any manner, but each said share which is outstanding shall, at the effective time and date of the merger, be surrendered and extinguished.
6. Each share of SunScript Medical Services, Inc. outstanding at the effective time and date of the merger is to be an identical outstanding share of SunScript Medical Services, Inc.
7. No shares of SunScript Medical Services, Inc. and no shares, securities, or obligations convertible into such shares are to be issued or delivered under this Plan of Merger.
8. The Board of Directors and the proper officers of SunScript Medical Services, Inc., Pharmacy Factors of California, Inc., Pharmacy Factors of Florida, Inc., and Pharmacy Factors of Texas, Inc. are hereby authorized, empowered, and directed

to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

9. The effective date of the merger herein provided for shall be the date of filing of the Articles of Merger with the Secretary of State of Florida.

PHARMACY FACTORS OF
CALIFORNIA, INC.

By: Michael T. Berg
Name: Michael T. Berg
Its: Secretary

PHARMACY FACTORS OF
FLORIDA, INC.

By: Michael T. Berg
Name: Michael T. Berg
Its: Secretary

PHARMACY FACTORS OF
TEXAS, INC.

By: Michael T. Berg
Name: Michael T. Berg
Its: Secretary

SUNSCRIPT MEDICAL
SERVICES, INC.

By: Michael T. Berg
Name: Michael T. Berg
Its: Secretary