

P95000016925

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

100003314211--7
-07/06/00--01002--016
*****87.50 *****87.50

CORPORATION(S) NAME

First Florida International Holdings, Inc.

Merging: Advance Paradigm FFI, Inc.

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input checked="" type="checkbox"/> (2)		
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

07/05/00

07-06-00
cc

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JUL -5 PM 3:55

RECEIVED

00 JUL -5 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

ADVANCE PARADIGM FFI, INC., a Florida corporation, P00000061255

INTO

FIRST FLORIDA INTERNATIONAL HOLDINGS, INC., a Florida entity,
P95000016925

File date: July 5, 2000

Corporate Specialist: Cheryl Coulliette

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 is:

<u>Name</u>	<u>Jurisdiction</u>
FIRST FLORIDA INTERNATIONAL HOLDINGS, INC.	FLORIDA

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
ADVANCE PARADIGM FFI, INC.	FLORIDA
_____	_____
_____	_____
_____	_____
_____	_____

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 July 5, 2000

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 July 3, 2000

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)

FILED
00 JUL -5 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

FIRST FLORIDA INTERNATIONAL
HOLDINGS, INC.

Paul F. Wutz

Paul F. Wutz President

ADVANCE PARADIGM EFF., INC.

T. Danny Phillips

T. Danny Phillips Secretary

(Non Subsidiaries)

First: The name and jurisdiction of the surviving corporation is:

Second: The name and jurisdiction of each merging corporation is:

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

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: At the effective time of the merger, each outstanding share of First Florida International Holdings, Inc. (except treasury shares, which will be cancelled) will be converted into 22,833.3333 shares of common stock of Advance Paradigm, Inc., the parent corporation of Advance Paradigm FFI, Inc. ("APFFI") and each common share of APFFI will be converted into one share of the surviving corporation, except that cash will be paid in lieu of fractional shares.

(Attach additional sheets if necessary)

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:

SEE EXHIBIT "A"

Other provisions relating to the merger are as follows:

**RESTATED ARTICLES OF INCORPORATION
OF
FIRST FLORIDA INTERNATIONAL HOLDINGS, INC.**

ARTICLE I NAME

The name of the Corporation is:

First Florida International Holdings, Inc.

ARTICLE II PRINCIPAL OFFICE:

The principal place of business/mailling address is:

545 East John Carpenter Freeway, suite 1900
Irving, TX 75062

ARTICLE III PURPOSE

The purpose for which the Corporation is organized is to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV SHARES

The number of shares of stock is One Thousand (1,000) common shares without par value.

ARTICLE V REGISTERED AGENT

The name and Florida street address of the registered agent is:

C T Corporation System
1200 South Pine Island Road
Plantation, FL 33324

ARTICLE VI

These Restated Articles of Incorporation take the place of and supersede the existing Articles of Incorporation.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned is familiar with and accepts the appointment as registered agent and agrees to act in this capacity.

C T CORPORATION SYSTEM

By: 

Name: **JOYCE A. GILBERT**

Office: **ASSISTANT SECRETARY**

July 5, 2000

Date

EXHIBIT "A"