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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

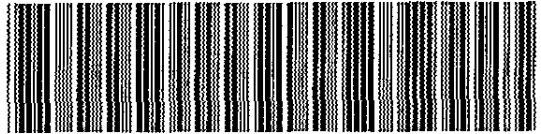
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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TALLAHASSEE, FLORIDA

P95-16925

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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 980812 4312639

AUTHORIZATION :

COST LIMIT : \$ 245.00

*Patricia Pizutto*

ORDER DATE : March 24, 2003

ORDER TIME : 10:29 AM

ORDER NO. : 980812-015

CUSTOMER NO: 4312639

CUSTOMER: Debbie Reusch, Legal Asst  
Skadden Arps Slate Meagher &  
One Rodney Square  
P.O. Box 636  
Wilmington, DE 19899

ARTICLES OF MERGER

FIRST FLORIDA INTERNATIONAL  
HOLDINGS INC.

INTO

ADVANCEPCS HEALTH, L.P.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret

EXAMINER'S INITIALS: \_\_\_\_\_

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## ARTICLES OF MERGER

Pursuant to Section 607.1109 of the  
Florida Business Corporation Act

The undersigned hereby certify:

FIRST: The names and states of organization of the constituent entities to this merger are:

<u>Name</u>	<u>State</u>
AdvancePCS Health, L.P.	Delaware
First Florida International Holdings, Inc.	Florida 945-16925
FFI Rx Managed Care, Inc.	Florida 994-23192
Ambulatory Care Review Services, Inc.	Ohio
HMN Health Services, Inc.	Ohio 600-7134

SECOND: An Agreement and Plan of Merger, attached hereto as Schedule A, has been approved, adopted, and executed by each of the constituent entities, and by the domestic corporation in accordance with Section 607.1103 of the Florida Business Corporation Act or the applicable law of the states under which each of the constituent entities is organized.

THIRD: Each of the parties to the merger approved the plan of merger, and the transactions contemplated thereby, in accordance with applicable provisions of the Florida Business Corporation Act, and the laws of the state of organization of each of the constituent entities, as applicable.

FOURTH: The merger has been duly approved by the unanimous written consent of all of the issued and outstanding shares or membership interests of each constituent business entity.

FIFTH: The surviving entity shall be AdvancePCS Health L.P., a Delaware limited partnership, whose principal place of business is located at 750 West John Carpenter Freeway, Suite 1200, Irving, Texas 75039.

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SIXTH: The registered agent in the state of organization of the surviving entity is located at Corporation Service Company, 1201 Hays St., Tallahassee FL 32301.

SEVENTH: The executed Agreement and Plan of Merger is on file at an office of the surviving entity, 750 West John Carpenter Freeway, Suite 1200, Irving, Texas 75039. A copy will be provided, upon request and without cost, to any interest holder of either entity which is a party to this merger.

EIGHTH: The surviving entity shall be deemed to have appointed the Secretary of State of the State of Florida 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 a party to the merger.

NINTH: The surviving entity hereby agrees to promptly pay to the dissenting shareholders of each domestic corporation that is a party to the merger that is the amount, if any, to which they are entitled under Section 607.1302.

TENTH: The name and address of the General Partner of the Surviving Entity is AdvancePCS Health Systems, L.L.C., 750 West John Carpenter Freeway, Suite 1200, Irving, Texas 75039.

ELEVENTH: The merger is not prohibited by the Agreement of Limited Partnership of the surviving limited partnership.

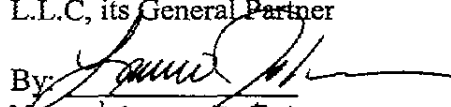
TENTH: The effective date of the merger shall be March 31, 2003.

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TALLAHASSEE, FLORIDA

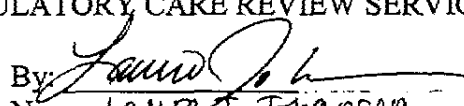
IN WITNESS WHEREOF, the undersigned have caused this  
Certificate of Merger to be executed in their names this \_\_\_\_ day of March, 2003.

ADVANCEPCS HEALTH, L.P.

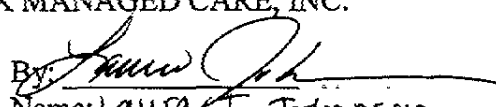
By: ADVANCEPCS HEALTH SYSTEMS,  
L.L.C, its General Partner

By:   
Name: Laura F. Johansen  
Title: SVP, Corporate Affairs + Secretary

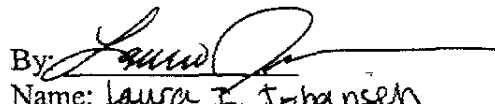
AMBULATORY CARE REVIEW SERVICES, INC.

By:   
Name: Laura F. Johansen  
Title: Vice President and Secretary

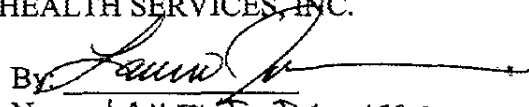
FFI RX MANAGED CARE, INC.

By:   
Name: Laura F. Johansen  
Title: Vice President and Assistant Secretary

FIRST FLORIDA INTERNATIONAL HOLDINGS,  
INC.

By:   
Name: Laura F. Johansen  
Title: Vice President and Secretary

HMN HEALTH SERVICES, INC.

By:   
Name: Laura F. Johansen  
Title: Vice President and Secretary

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Schedule A

Agreement and Plan of Merger  
(attached hereto)

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TALLAHASSEE, FLORIDA

## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated March \_\_, 2003, by and among First Florida International Holdings, Inc., a Florida corporation ("FFIH"), FFI Rx Managed Care, Inc., a Florida corporation ("FFIRX"), Ambulatory Care Review Services, Inc., an Ohio corporation ("ACRS"), HMN Health Services, Inc., an Ohio corporation ("HMNHS", and collectively with FFIH, FFIRX, and ACRS, the "Merger Entities"), and AdvancePCS Health, L.P., a Delaware limited partnership ("APCS") (each a "Constituent Entity" and, collectively, the "Constituent Entities").

WITNESSETH:

WHEREAS, all of the issued and outstanding shares of common stock of each of FFIH and HMNHS are owned by AdvancePCS Holding Corporation, a Delaware corporation ("APCSHC"); and

WHEREAS, all of the issued and outstanding shares of common stock of ACRS and FFIRX are owned by FFIH; and

WHEREAS, all of the partnership interests in APCS are owned by AdvancePCS Health Systems, LLC, a Delaware limited liability company ("APCSHS"), and ADVP Consolidation, LLC, a Delaware limited liability company ("ADVPC"); and

WHEREAS, the Boards of Directors of each of the Merger Entities and APCSHS, in its capacity as the general partner of APCS, having determined that the merger (the "Merger") of the Merger Entities with and into APCS pursuant to the terms and conditions set forth herein is in the best interests of the Merger Entities, and their stockholders, and APCS, and its general partner, have approved this Agreement and the transactions contemplated hereby, including, without limitation, the Merger.

NOW, THEREFORE, in consideration of the covenants and agreements contained in this Agreement, the parties hereto, intending to be legally bound, agree as follows:

Section 1. The Merger. Upon the terms and subject to the conditions set forth in this Agreement and in accordance with the applicable laws of each of the states in which each of the Merger Entities is organized ("Applicable Law") and the Delaware Revised Uniform Limited Partnership Act (the "Act"), each of the Merger Entities shall be merged with and into APCS at the Effective Time (as defined in Section 3 below). Following the Effective Time, APCS shall be the surviving entity (the "Surviving Entity") in the Merger and shall succeed to and assume all of the rights and obligations of each of the Constituent Entities in accordance with the Act and Applicable Law. The Merger shall have the effects set forth in Section 17-211 of the Act and Applicable Law.

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Section 2. Approval of Stockholders and Partners.

(a) In accordance with Applicable Law and other than as set forth in subsection (b) of this Section 2, the affirmative vote of (i) APCSHC in its capacity as the sole stockholder of FFIH and HMNHS and (ii) FFIH in its capacity as the sole stockholder of ACRS and FFIRX are the only votes of any classes of the Merger Entities' capital stock necessary to approve and adopt this Agreement and the transactions contemplated hereby.

(b) In accordance with Section 17-211 of the Act and other than as set forth in subsection (a) of this Section 2, the approvals of (i) APCSHS as the general partner of APCS and (ii) ADVPC as the sole limited partner of APCS are the only approvals of APCS necessary to approve and adopt this Agreement and the transactions contemplated hereby.

Section 3. Effective Time. Subject to the approval of this Agreement by APCSHC (in its capacity as the sole stockholder of FFIH and HMNHS), FFIH (in its capacity as the sole stockholder of ACRS and FFIRX), APCSHS (in its capacity as the general partner of APCS) and ADVPC (in its capacity as the sole limited partner of APCS), the parties shall file this Agreement or a certificate of merger or other appropriate documents (in any such case, the "Certificate of Merger") executed in accordance with the relevant provisions of the Act and Applicable Law and shall make all other filings or recordings required under the Act and Applicable Law. The Merger shall become effective at 12:01 a.m., New York City time, on March 31, 2003 (the time the Merger becomes effective being referred to herein as the "Effective Time").

Section 4. Effect on Capital Stock. As of the Effective Time, by virtue of the Merger and without any action on the part of the Merger Entities, APCSHC, FFIH (in its capacity as the sole stockholder of ACRS and FFIRX), APCSHS or ADVPC, each share of common stock of each of the Merger Entities issued and outstanding immediately prior to the Effective Time shall be cancelled and no cash, stock, or other property shall be delivered in exchange therefor. At the Effective Time, all shares of Common Stock that are owned by the Merger Entities as treasury stock shall be cancelled and shall cease to exist and no interest in the Surviving Entity or other consideration shall be delivered in exchange therefor, and APCSHS and ADVPC shall continue to own all of the partnership interests in the Surviving Entity.

Section 5. Certificate of Formation. The Certificate of Partnership and the Agreement of Limited Partnership of APCS in effect immediately prior to the Effective Time shall be the Certificate of Partnership and the Agreement of Limited Partnership of the Surviving Entity, and shall thereafter be changed or amended as provided therein or by the Act.

Section 6. Termination; Amendment; Other.

(a) This Agreement may be executed in counterparts.

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NEW YORK COUNTY CLERK  
JESSIE H. BODA



(b) This Agreement shall be governed by the laws of the State of Delaware, without regard to applicable principles of conflicts of law thereof.

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CLERK OF STATE  
TALLAHASSEE, FLORIDA


IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be signed by their respective officers thereunto duly authorized, all as of the date first written above.

ADVANCEPCS HEALTH, L.P.

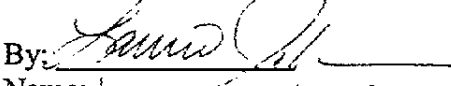
By: ADVANCEPCS HEALTH SYSTEMS,  
L.L.C, its General Partner

By:   
Name: Laura I. Johansen  
Title: SVP, Corporate Affairs and Secretary


AMBULATORY CARE REVIEW SERVICES, INC.

By:   
Name: Laura I. Johansen  
Title: Vice President and Secretary

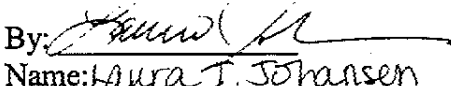
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By:   
Name: Laura I. Johansen  
Title: Vice President and Secretary

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

FIRST FLORIDA INTERNATIONAL HOLDINGS, INC., a Florida entity,  
P95000016925, FFI RX MANAGED CARE, INC., a Florida entity,  
P94000023192, HMN HEALTH

SERVICES, INC., a Ohio entity, F00000007134, and AMBULATORY CARE  
REVIEW SERVICES, INC. a non-qualified Ohio entity.

INTO

**ADVANCEDPCS HEALTH, L.P.** entity not qualified in Florida

File date: March 26, 2003

Corporate Specialist: Tammi Cline

Account number: 072100000032

Amount charged: 245.00