

**CORPORATE  
ACCESS,  
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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*C. Coulliette*

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TALLAHASSEE, FLORIDA

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*Merge*

1.) Roberta's Pharmacy Co.  
(CORPORATE NAME & DOCUMENT #)

*into  
Colonial Health Care Services, Inc.*

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

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3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

*File 1st*

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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SPECIAL INSTRUCTIONS

C. COULLIETTE SEP 30 1999

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

ROBERTA'S PHARMACY CO., a Florida corporation, L12594

INTO

**COLONIAL HEALTH CARE SERVICES, INC.**, a Florida entity, P95000057655.

File date: September 30, 1999

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER  
OF  
ROBERTA'S PHARMACY CO.  
INTO  
COLONIAL HEALTH CARE SERVICES, INC.**

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Pursuant to Section 607.1105 of the Florida Statutes, the undersigned corporations adopt the following Articles of Merger for the purposes of merging ROBERTA'S PHARMACY CO., a Florida Corporation (the "Merging Corporation"), into COLONIAL HEALTH CARE SERVICES, INC., a Florida Corporation (the "Surviving Corporation").

**ARTICLE I  
PLAN OF MERGER**

The Plan of Merger is attached hereto as Exhibit "A".

**ARTICLE II  
EFFECTIVE DATE OF MERGER**

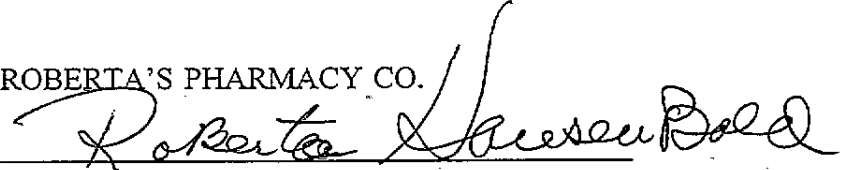
The effective date of this merger shall be the close of business on September 30, 1999.

**ARTICLE III  
STOCKHOLDER APPROVAL**

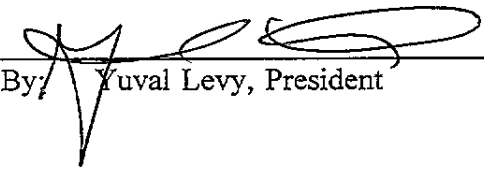
The stockholders of the Merging Corporation and the Surviving Corporation unanimously approved of the Merger at a meeting of the each corporation's stockholders on August 10, 1999.

28<sup>th</sup> IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this day of September, 1999.

ROBERTA'S PHARMACY CO.

  
By: Roberta Housenbold, President

COLONIAL HEALTH CARE SERVICES, INC.

  
By: Yuval Levy, President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**PLAN AND AGREEMENT OF MERGER  
OF  
ROBERTA'S PHARMACY CO.  
WITH AND INTO  
COLONIAL HEALTH CARE SERVICES, INC.**

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AGREEMENT OF MERGER entered into this 28<sup>th</sup> day of September, 1999 by and between Roberta's Pharmacy Co., a Florida corporation ("Roberta's"), and Colonial Health Care Services, Inc., a Florida corporation ("Colonial"):

WHEREAS, Roberta's is a corporation duly organized and operating under the laws of the State of Florida, having been incorporated on August 30, 1989;

WHEREAS, Colonial is a corporation duly organized and operating under the laws of the State of Florida, having been incorporated on July 26, 1995; and

WHEREAS, the Board of Directors and Stockholders of Roberta's and Colonial deem it advisable and for the benefit of their respective corporations that Roberta's be merged into Colonial under the terms and conditions hereinafter set forth and said Boards of Directors and Stockholders have approved this Plan and Agreement of Merger (hereinafter the "Agreement");

NOW THEREFORE, Roberta's and Colonial have agreed that pursuant to the Florida Business Corporation Act and subject to the conditions hereinafter set forth, Roberta's shall be merged into Colonial which shall be the surviving corporation.

## ARTICLE I

### MERGER

At the time of the merger, as defined in Article VII hereof, the following two corporations shall merge:

Roberta's Pharmacy Co.  
(Merging Corporation)

into

Colonial Health Care Services, Inc.  
(Surviving Corporation)

The separate existence of Roberta's shall cease and Colonial, as the Surviving Corporation, shall continue to exist by virtue of and shall be governed by the laws of the State of Florida with its present name. The separate existence of Roberta's shall cease and Colonial, as the surviving corporation, shall continue to exist by virtue of and shall be governed by the laws of the State of Florida.

## ARTICLE II

### TRANSFERS

At the time of the merger, Colonial shall without further act or deed, own and possess all the property of every description, real, personal and mixed, of Roberta's as provided by the Florida Business Corporation Act. Also, as provided by those laws, all rights of creditors and of any person dealing with either Roberta's or Colonial and all liens upon any property of Roberta's or Colonial shall be preserved unimpaired by the merger, and all debts, liabilities, obligations and duties of Roberta's shall thenceforth attach to Colonial and may be enforced against it to the same extent as if the same had been incurred by it.

**ARTICLE III**  
**BOARD OF DIRECTORS/OFFICERS**

Following the merger, Colonial will be managed by its Board and Officers who shall be as follows:

ROBERTA HOUSENBOLD	-	DIRECTOR/VICE PRESIDENT
YUVAL LEVY	-	DIRECTOR/PRESIDENT
KIM LEVY	-	DIRECTOR/TREASURER
MAXIM HOUSENBOLD	-	DIRECTOR
JASON HOUSENBOLD	-	SECRETARY

**ARTICLE IV**  
**APPROVAL OF MERGER**

The Plan and Agreement of Merger was approved by the shareholders and Board of Directors of Roberta's and Colonial on August 10, 1999.

**ARTICLE V**  
**EXCHANGE OF SHARES**

As part of this Plan of Merger, the Articles of Incorporation of the Surviving Corporation are being Amended and Restated as provided in Article VI hereof. Pursuant to said Amended and Restated Articles, the authorized shares of the Surviving Corporation are being increased from 100 to 10,000 shares. The manner and basis of converting the shares of each corporation into shares, obligations or other securities of the Surviving Corporation are as follows:

A. The Stockholders of the Surviving Corporation shall exchange their shares in the Surviving Corporation for new shares as follows:

Kim . . . . . 260 Shares

Yuval . . . . . 240 Shares

B. The present stockholders of the Merging Corporation shall exchange their shares for 500 shares of the Surviving Corporation as follows:

Roberta . . . 260 Shares

Maxim . . . 240 Shares

## ARTICLE VI

### AMENDED AND RESTATED ARTICLES

As part of the merger, the Articles of the surviving Corporation shall be Amended and Restated as set forth on Exhibit "A" attached hereto.

## ARTICLE VII

### EFFECTUATION OF MERGER

Subject to the provisions hereof, as soon as practicable after the adoption of this Agreement, the further procedures to effectuate the merger, specified by the Florida Business Corporation Act, to make the merger effective under Florida law shall be carried out and the merger shall become effective at, and the "time of merger" shall mean for purposes of this Agreement, the close of business on September 30, 1999.

**ARTICLE VIII**  
**PLAN OF REORGANIZATION**

This Agreement constitutes a Plan of Reorganization to be carried out in the manner, on the terms, and subject to the conditions herein set forth.

**ARTICLE IX**  
**WARRANTIES**

The Surviving and Merging Corporations each make the following representations and warranties to the other:

- A. Each Corporation has been an S corporation since inception.
- B. The liabilities of each Corporation are as set forth in the most recent balance sheet, attached hereto as Exhibit "B", and each corporation is unaware of any other liabilities other than as set forth on said balance sheets.

**ARTICLE X**  
**FURTHER ACTION**

From time to time as and when requested by the Surviving Corporation or by its successors or assigns, the Merging Corporation shall execute and deliver such documents and other instruments, and take or cause to be taken such further action, that shall be necessary to vest or perfect in or to confirm of record or otherwise, to the Surviving Corporation to, and possession of, all the properties, interests, rights, privileges, powers and franchises of the Merging Corporation or otherwise to carry out the purposes of this Agreement.



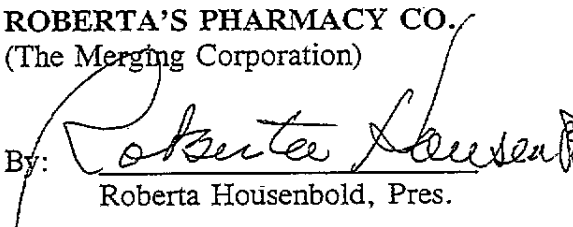
**ARTICLE XI**  
**COUNTERPARTS**

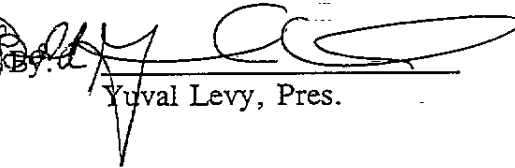
This Agreement may be executed in one or more counterparts and each such counterpart shall, for all purposes be deemed an original, but all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, this Agreement of Merger has been signed by the duly authorized representatives of the Merging and Surviving Corporations.

**ROBERTA'S PHARMACY CO.**  
(The Merging Corporation)

**COLONIAL HEALTH CARE SERVICES, INC.**  
(The Surviving Corporation)

By:  Roberta Housenbold, Pres.

By:  Yuval Levy, Pres.