



THE UNITED STATES
CORPORATION
COMPANY

95000086600

ACCOUNT NO. : 072100000032

REFERENCE : 247458 4306424

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizot

ORDER DATE : February 4, 1997

ORDER TIME : 10:17 AM

800002077118--6

ORDER NO. : 247458-005

CUSTOMER NO: 4306424

CUSTOMER: Ricardo Dopico, Esq
Steel Hector & Davis
41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

ARTICLES OF MERGER

SCRIPTCARE PHARMACY MANAGEMENT
INC.

INTO

CAREMED HEALTH SYSTEMS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

M HENDRICKS FEB - 4 1997

RECEIVED
97 FEB - 4 PM 1:45
FILED
1st
TALLAHASSEE, FLORIDA

RECEIVED
96 FEB - 4 AM 11:21
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

SCRIPTCARE PHARMACY MANAGEMENT, INC., A FLORIDA CORPORATION, P96000040366.

INTO

CAREMED HEALTH SYSTEMS, INC., a Florida corporation, P95000086600.

File date: February 4, 1997

Corporate Specialist: Nancy Hendricks

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER
OF
SCRIPTCARE PHARMACY MANAGEMENT, INC.
(a Florida corporation)
AND
CAREMED HEALTH SYSTEMS, INC.
(a Florida corporation)

FILED
97 FEB -4 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations hereby submit these Articles of Merger pursuant to Section 607.1105 of the Florida Statutes, and certify that:

1. ScriptCare Pharmacy Management, Inc., a Florida corporation ("Merging Subsidiary"), and a wholly-owned subsidiary of CareMed Health Systems, Inc., a Florida corporation, (the "Parent"), shall be merged with and into the Parent, which shall be the surviving corporation (the "Surviving Corporation").

2. The Plan of Merger (as hereinafter defined) pursuant to which the merging Subsidiary shall be merged with and into the Parent (the "Merger") was adopted pursuant to Section 607.1104 of the Florida Statutes, by the Board of Directors of the Parent (the sole shareholder of the Merging Subsidiary) on January 31, 1997. No approval by the shareholder of the Parent was required.

3. The Merger shall become effective at 12:01 a.m. on February 4, 1997 or upon the filing of these Articles of Amendment with the Secretary of State of the State of Florida, whichever is later (the "Effective Date").

4. The Merger shall be carried out in accordance with the following plan of merger (the "Plan of Merger"):

A. The name of the parent corporation is CareMed Health Systems, Inc. and the name of the subsidiary corporation is ScriptCare Pharmacy Management, Inc.

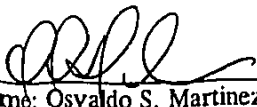
B. All of the issued and outstanding shares of ScriptCare Pharmacy Management, Inc. are presently owned and held by the Parent. Parent, as the sole shareholder of the Merging Subsidiary, has agreed that no additional shares of Parent common stock, or other securities, cash or other property, shall be issued by Parent or any other corporation in conversion of Parent's Merging Subsidiary common stock. Therefore, upon the Effective Date of the Merger, without any further action on the part of any party, each issued and outstanding share of the common stock of the Merging Subsidiary shall be canceled. Share certificates which, prior to the Effective Date, represented shares of common stock of the Merging Subsidiary shall be deemed canceled as of the Effective Date.

C. Holders of shares of common stock of the Merging Subsidiary, who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320 of the Florida Statutes may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares. The Parent, which is the sole shareholder of the Merging Subsidiary, has approved the Merger.


5. The Board of Directors of Parent, as the sole shareholder of the Merging Subsidiary, by action approved January 31, 1997, waived the requirement to mail a copy of the Plan of Merger in accordance with Sections 607.1104(3) and 607.1004(4), Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of January 31, 1997.

ScriptCare Pharmacy Management, Inc.

By: 
Name: Osvaldo S. Martinez
Title: President

CareMed Health Systems, Inc.

By: 
Name: Osvaldo S. Martinez
Title: President

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