

P95000091239



ACCOUNT NO. : 072100000032

REFERENCE : 564438 4390339

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED
00 JAN 26 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Patricia Pizzuto

ORDER DATE : January 26, 2000

ORDER TIME : 10:55 AM

ORDER NO. : 564438-005

CUSTOMER NO: 4390339

300003111053--6

CUSTOMER: Ms. Tina Nelson
Caremark Rx, Inc.
3000 Galleria Tower
Suite 1000
Birmingham, AL 35244

ARTICLES OF MERGER

MEDPARTNERS MEDICAL MANAGEMENT
OF OHIO, INC.

INTO

MEDPARTNERS MANAGED CARE, INC.

RECEIVED
00 JAN 26 AM 11:31
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

C. COULLIETTE JAN 26 2000

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

MEDPARTNERS MEDICAL MANAGEMENT OF OHIO, INC., a Florida
corporation, P95000060629

INTO

MEDPARTNERS MANAGED CARE, INC., a Florida entity, P95000091239.

File date: January 26, 2000

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER
OF
MEDPARTNERS MEDICAL MANAGEMENT OF OHIO, INC.
AND
MEDPARTNERS MANAGED CARE, INC.

FILED
00 JAN 26 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the Florida parent business corporation and the Florida wholly-owned subsidiary business corporation named below do hereby submit the following Articles of Merger.

1. The following annexed hereto and made a part hereof is a Plan of Merger for merging MedPartners Medical Management of Ohio, Inc. into MedPartners Managed Care, Inc., as approved by the Board of Directors of the parent corporation on January 14, 2000.

2. The aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on January 14, 2000.

3. Shareholder approval was not required for the merger.

Executed on January 17th, 2000.

MedPartners Medical Management of Ohio, Inc.

By: Sara J. Finley
Name: Sara J. Finley
Capacity: Vice President & Secretary

MedPartners Managed Care, Inc.

By: Sara J. Finley
Name: Sara J. Finley
Capacity: Vice President & Secretary

PLAN OF MERGER

"1. MedPartners Managed Care, Inc., which is a business corporation of the State of Florida and is the owner of all of the outstanding shares of MedPartners Medical Management of Ohio, Inc., which is also a business corporation of the State of Florida, hereby merges MedPartners Medical Management of Ohio, Inc. into MedPartners Managed Care, Inc. pursuant to the provisions of the Florida Business Corporation Act.


"2. The separate existence of MedPartners Medical Management of Ohio, Inc. shall cease at the effective time and date of the merger, and MedPartners Managed Care, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.

"3. The issued shares of MedPartners Medical Management of Ohio, Inc. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

"4. The Board of Directors and the proper officers of MedPartners Managed Care, 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.

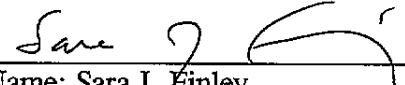
MedPartners Medical Management of Ohio, Inc.

By:


Name: Sara J. Finley
Capacity: Vice President & Secretary

MedPartners Managed Care, Inc.

By:


Name: Sara J. Finley
Capacity: Vice President & Secretary