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December 27, 2005

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Pharmaceutical Distributors of Savannah, Inc.

To Whom It May Concern:

In connection with the above referenced matter, enclosed please find the following documents:

1. Articles of Merger between Astor Trading Group, Inc. and Pharmaceutical Distributors of Savannah, Inc.;
2. Agreement and Plan of Merger; and
3. Our firm's check in the amount of \$70.00 representing filing fees.

Should you have any further questions regarding this matter, please do not hesitate to call.

Very truly yours,



Kathy DeMond
Assistant to Kramer A. Litvak

KAL/kmd
Enclosures

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DIVISION OF CORPORATIONS
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ARTICLES OF MERGER
between
ASTOR TRADING GROUP, INC.,
a Florida Corporation
and
PHARMACEUTICAL DISTRIBUTORS OF SAVANNAH, INC.,
a Georgia Corporation

Pursuant to the provisions of Sections 607.1101 and 607.1105, Florida Statutes, the undersigned corporations adopt the following Articles of Merger for the purpose of merging ASTOR TRADING GROUP, INC., a Florida corporation (the "Surviving Corporation"), and PHARMACEUTICAL DISTRIBUTORS OF SAVANNAH, INC., a Georgia corporation (the "Absorbed Corporation"):

1. The names of the corporations which are parties to this merger are Astor Trading Group, Inc. and Pharmaceutical Distributors of Savannah, Inc. Astor Trading Group, Inc. shall be the surviving corporation.

2. On the 23 day of December, 2005, the following Agreement and Plan of Merger was adopted by the board of directors and approved by the stockholders of each of the undersigned corporations in the manner prescribed by the Florida Statutes:

a. **Merger.** Pharmaceutical Distributors of Savannah, Inc., shall merge with and into Astor Trading Group, Inc., which shall be the surviving corporation.

b. **Terms and Conditions.** On the effective date of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall then be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

c. **Conversion of Shares.** The manner and basis of converting the shares of the Absorbed Corporation into shares, rights, obligations, and other securities of the Surviving Corporation is as follows:

(i) Each share of the \$5.00 par value common stock of the Absorbed Corporation issued and outstanding on the effective date of the merger shall be converted into ten shares of the \$1.00 common stock of the Surviving Corporation which shares of common stock of the Surviving Corporation shall then be issued and outstanding. However, in no event shall fractional shares of the Surviving Corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the Absorbed Corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the fair market value of the

common stock on the effective date of the merger.

(ii) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the Absorbed Corporation shall surrender them to the Surviving Corporation or its duly appointed agent, in the manner that the Surviving Corporation shall legally require. On receipt of the share certificates, the Surviving Corporation shall issue and exchange certificates for shares of common stock in the Surviving Corporation, representing the number of shares of stock to which the holder is entitled as provided above. The Surviving Corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of the fractional share interests, and the agent shall sell the whole shares and pay over the proceeds to the entitled shareholders in proportion to their fractional share interests.

(iii) Holders of certificates of common stock of the Absorbed Corporation shall not be entitled to dividends payable on shares of stock in the Surviving Corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the Surviving Corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for is or her shares in the Surviving Corporation.

d. **Changes in Articles of Incorporation.** Nothing herein shall amend the articles of incorporation of the Surviving Corporation following the effective date of the merger.

e. **Changes in Bylaws.** Nothing herein shall amend the bylaws of the Surviving Corporation following the effective date of the merger.

f. **Directors.** Each of the following persons shall be, and is, elected to serve as a director of the Surviving Corporation, until the next annual meeting of the Stockholders, until his or her earlier resignation or removal or until his or her successor is chosen and shall qualify:

CYNTHIA F. BEAR

g. **Officers.** Each of the following persons shall be, and is, elected to serve as officers of the Surviving Corporation in the positions as indicated below, until the next annual meeting of the directors, until his or her earlier resignation or removal of the directors, until his or her successor is chosen and shall qualify:

President: CYNTHIA F. BEAR

Secretary: CYNTHIA F. BEAR

Treasurer: CYNTHIA F. BEAR

i. **Effective Date of Merger.** The effective date of this merger shall be the date

when articles of merger are filed by the Florida Department of State.

3. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of the shares of each class entitled to vote as a class, are as follows:

<u>Corporation</u>	<u>Outstanding Shares</u>	<u>Class of Shares</u>	<u>Number of Shares Per Class Entitled to Vote</u>
Astor Trading Group, Inc.	1,000	Common	1,000 Shares of Common Stock
Pharmaceutical Distributors of Savannah, Inc.	100	Common	100 Shares of Common Stock

4. As to each corporation, the total number of shares which voted for and/or against the Agreement and Plan of Merger, respectively, and as to any class entitled to vote as a class, the number of shares voted for and/or against the Plan, respectively, are as follows:

<u>Corporation</u>	<u>Total</u>	<u>For</u>	<u>Against</u>	<u>Class</u>	<u>For</u>	<u>Against</u>
Astor Trading Group, Inc.	1,000	1,000	0	Common	1,000	0
Pharmaceutical Distributors of Savannah, Inc.	100	100	0	Common	100	0

5. As to each corporation, the only class of voting stock is the Common stock, and the number of votes cast of such stock for the Agreement and Plan of Merger, along with the amendments therein, was sufficient for approval.

EXECUTED this 23 day of December, 2005.

ASTOR TRADING GROUP, INC.

By: Cynthia Flanders Bear
Cynthia F Bear, President

PHARMACEUTICAL DISTRIBUTORS OF SAVANNAH, INC.

By: Cynthia Flanders Bear
Cynthia F. Bear, President

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated 23 day of December 2005, between ASTOR TRADING GROUP, INC., a Florida corporation, hereinafter referred to as the "Surviving Corporation," and PHARMACEUTICAL DISTRIBUTORS OF SAVANNAH, INC., a Georgia corporation, hereinafter referred to as the "Absorbed Corporation."

WHEREAS, Astor Trading Group, Inc., is a corporation organized and existing under the laws of the State of Florida, with its principal office at 885 Tanglewood Drive, Pensacola, Florida; and

WHEREAS, Astor Trading Group, Inc., has a capitalization of Seven Thousand Five Hundred (7,500) authorized shares of One Dollar (\$1.00) par value common stock, of which One Thousand (1,000) shares are issued and outstanding; and

WHEREAS, Pharmaceutical Distributors of Savannah, Inc., is a corporation organized and existing under the laws of the State of Georgia with its principal office at 12831 6th Street, Unit H, Lillian, Alabama; and

WHEREAS, Pharmaceutical Distributors of Savannah, Inc., has a capitalization of One Hundred (100) authorized shares of Five Dollar (\$5.00) par value common stock of which One Hundred (100) shares are issued and outstanding; and

WHEREAS, the boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that the Absorbed Corporation be merged into Surviving Corporation pursuant to the provisions of Sections 607.1101 et seq., of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

1. **Merger.** Pharmaceutical Distributors of Savannah, Inc., shall merge with and into Astor Trading Group, Inc., which shall be the surviving corporation.

2. **Terms and Conditions.** On the effective date of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall then be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

3. **Conversion of Shares.** The manner and basis of converting the shares of the

Absorbed Corporation into shares, rights, obligations, and other securities of the Surviving Corporation is as follows:

(a) Each share of the \$1.00 common stock of the Absorbed Corporation issued and outstanding on the effective date of the merger shall be converted into ten shares of the \$1.00 common stock of the Surviving Corporation which shares of common stock of the Surviving Corporation shall then be issued and outstanding. However, in no event shall fractional shares of the Surviving Corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the Absorbed Corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the fair market value of the common stock on the effective date of the merger.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the Absorbed Corporation shall surrender them to the Surviving Corporation or its duly appointed agent, in the manner that the Surviving Corporation shall legally require. On receipt of the share certificates, the Surviving Corporation shall issue and exchange certificates for shares of common stock in the Surviving Corporation, representing the number of shares of stock to which the holder is entitled as provided above. The Surviving Corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of the fractional share interests, and the agent shall sell the whole shares and pay over the proceeds to the entitled shareholders in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the Absorbed Corporation shall not be entitled to dividends payable on shares of stock in the Surviving Corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the Surviving Corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for is or her shares in the Surviving Corporation.

4. **Changes in Articles of Incorporation.** Nothing herein shall amend the articles of incorporation of the Surviving Corporation following the effective date of the merger.

5. **Changes in Bylaws.** Nothing herein shall amend the bylaws of the Surviving Corporation following the effective date of the merger.

6. **Directors.** Each of the following persons shall be, and is, elected to serve as a director of the Surviving Corporation, until the next annual meeting of the Stockholders, until his or her earlier resignation or removal or until his or her successor is chosen and shall qualify:

CYNTHIA F. BEAR

7. **Officers.** Each of the following persons shall be, and is, elected to serve as officers

of the Surviving Corporation in the positions as indicated below, until the next annual meeting of the directors, until his or her earlier resignation or removal of the directors, until his or her successor is chosen and shall qualify:

President: CYNTHIA F. BEAR

Secretary: CYNTHIA F. BEAR

Treasurer: CYNTHIA F. BEAR

8. **Approval by Shareholders.** This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before December 23, 2005, or at such other time as to which the boards of directors of the constituent corporations may agree.

9. **Effective Date of Merger.** The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

10. **Execution of Agreement.** This agreement and plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

IN WITNESS WHEREOF, the undersigned president has executed this Agreement and Plan of Merger this 23 day of December, 2005.

ASTOR TRADING GROUP, INC.

By: Cynthia Flanders Bear
Cynthia F. Bear, President

PHARMACEUTICAL DISTRIBUTORS OF SAVANNAH, INC.

By: Cynthia Flanders Bear
Cynthia F. Bear, President