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P98000077058

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

500002632485--0

-09/04/98--01091--022

\*\*\*\*122.50 \*\*\*\*122.50

*Southeast Merg Corp.*

☒ Profit - *fts.*

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Fict. Filing

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Photo Copies

☐ Merger

☐ Mark

☐ Other

☐ Change of R.A.

☐ UCC-1 UCC-3

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name

Availability

Document  
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

SEP - 4 1998

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RECEIVED  
SEP 4 PM 12:50  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE  
DIVERSION CORPORATION

FILED

ARTICLES OF INCORPORATION

OF

SOUTHEAST MERGER CORP.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

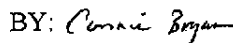
- FIRST: The name of the corporation is Southeast Merger Corp. (hereinafter referred to as the "Corporation").
- SECOND: The street and mailing address of the initial principal office of the Corporation is: c/o McKesson Corporation, Attn: Legal Department, One Post Street, San Francisco, CA 94104
- THIRD: The maximum number of shares of stock which the Corporation is authorized to issue is: one thousand (1,000) shares of common stock having a par value of \$.01 per share.
- FOURTH: The street address of the initial registered office of the Corporation is c/o C T Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is C T Corporation System.
- FIFTH: The names and addresses of the persons who are to serve as initial directors of the Corporation are:
- |                    |  |
|--------------------|--|
| Richard H. Hawkins | c/o McKesson Corporation<br>One Post Street<br>San Francisco, CA 94104 |
| Ivan D. Meyerson   | c/o McKesson Corporation<br>One Post Street<br>San Francisco, CA 94104 |
| Nancy A. Miller    | c/o McKesson Corporation<br>One Post Street<br>San Francisco, CA 94104 |
- SIXTH: The name and address of the incorporator is:
- |                     |  |
|---------------------|--|
| Michael J. Callahan | c/o Skadden, Arps, Slate, Meagher & Flom LLP<br>Four Embarcadero Center<br>San Francisco, California 94111 |
|---------------------|--|
- SEVENTH: The term for which the Corporation is formed is and shall be perpetual or until dissolved according to law.
- EIGHTH: The Corporation is authorized to indemnify the officers and directors of the Corporation to the fullest extent permitted by law.

  
Signature of Incorporator

Date: September 2, 1998

C T Corporation System is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.

C T Corporation System

BY:   
Connie Bryan, Special Asst. Secretary

Date: 9-4-98

FILED  
98 SEP -4 PM 2:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA