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PLEASE REPLY TO:

JACKSONVILLE OFFICE

June 30, 1998

- JOHN S. BALL
- JULIE EXUM BREUER
- EVA L. DANEKER
- ROBERT A. DAWKINS
- MICHAEL W. FISHER
- BEVERLY H. FURTICK
- JENNIFER R. JUNKER
- JOHN E. LAWLOR, III
- MICHAEL R. LEAS
- ROBERT N. MILLER
- MARY A. ROBISON
- CLAY B. TOUSEY, JR.

VIA FEDERAL EXPRESS
 Florida Department of State
 Division of Corporations
 409 E. Gaines St.
 Tallahassee, FL 32399

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 ****122.50 ****122.50

Re: Merger By and Between Monticello Drug Company and Dewitt USA, Inc.

Dear Sir/Madam:

Enclosed please find two counterparts of the Articles and Plan of Merger By and Between Monticello Drug Company and Dewitt USA, Inc. with Dewitt USA, Inc. as the Surviving Corporation. Please file one of the counterparts on **Wednesday, July 1, 1998**. After the Articles are filed, please certify and return the remaining counterpart to me. I have enclosed our firm's check payable to the Department of State in the amount of \$122.50 representing the fee for filing the Articles and a certified copy thereof.

Thank you for your assistance. Please call if you have any questions.

Sincerely,

Jennifer L. Gill
 Jennifer L. Gill,
 Legal Assistant

FILED
 98 JUL -1 PM 3:45
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Enclosures
 103812

Merger
 7-13-98
 CC

ARTICLES OF MERGER
Merger Sheet

MERGING:

MONTICELLO DRUG COMPANY, a Florida corporation, S85687

INTO

DEWITT USA, INC. which changed its name to

MONTICELLO DRUG COMPANY, a Florida corporation, S16912

File date: July 1, 1998

Corporate Specialist: Cheryl Coulliette

**ARTICLES AND PLAN OF MERGER
BY AND BETWEEN
MONTICELLO DRUG COMPANY
AND
DEWITT USA, INC.
WITH
DEWITT USA, INC.
AS THE SURVIVING CORPORATION**

FILED
98 JUL -1 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THESE ARTICLES AND PLAN OF MERGER (hereinafter this "Agreement") are made and entered into this ~~30~~ day of June, 1998, by and between MONTICELLO DRUG COMPANY, a Florida corporation, with its principal office located at 1604 Stockton Street, Jacksonville, Florida 32204 and DEWITT USA, INC., a Florida corporation, with its principal office located at 1604 Stockton Street, Jacksonville, Florida 32204. In this Agreement, Monticello Drug Company and Dewitt USA, Inc. are sometimes collectively referred to as the "Constituent Corporations" and individually as a "Constituent Corporation". Monticello Drug Company may also be referred to as the "Surviving Corporation", and Dewitt USA, Inc. may be referred to as the "Disappearing Corporation".

WITNESSETH:

WHEREAS, the Board of Directors of The Monticello Companies, Inc., a Florida corporation which is the parent and sole stockholder of each of the Constituent Corporations ("Parent"), has deemed it advisable and generally for the welfare of itself and the Constituent Corporations that Monticello Drug Company be merged with and into Dewitt USA, Inc. and that Dewitt USA, Inc. merge Monticello Drug Company with and into it, and that the Surviving Corporation thereafter change its name to Monticello Drug Company, as authorized by sections 607.1101, et seq., Florida Statutes, under and pursuant to the terms and conditions hereinafter set forth and in accordance with the provisions of Section 368(a)(1)(A), of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, the Constituent Corporations, by and among themselves and their Parent, at the behest of the Board of Directors of their Parent, and in consideration of the mutual covenants, agreements and provisions hereinafter contained, have agreed and do hereby agree each with the other that the Disappearing Corporation be merged with and into the Surviving Corporation, and that the Surviving Corporation merge the Disappearing Corporation with and into it pursuant to the provisions of the laws of the State of Florida, and do hereby agree upon and prescribe the terms and conditions of said Merger and the mode of carrying the same into effect in the following Articles and Plan of Merger:

ARTICLE I
Constituent Corporations

The Constituent Corporations are:

(a) MONTICELLO DRUG COMPANY, a corporation duly organized and validly existing under the laws of the State of Florida, by its Articles of Incorporation which were filed with the Department of State of Florida on October 7, 1991, under the name of "Monticello Drug Company", has an authorized capitalization consisting of 1,000 shares of common stock, with a par value of \$1.00 per share, of which all 1,000 shares of common stock are presently issued and outstanding and held by Parent, which shall be the Disappearing Corporation.

(b) DEWITT USA, INC., a corporation duly organized and validly existing under the laws of the State of Florida, by its Articles of Incorporation, which were filed with the Department of State of Florida on December 4, 1990, effective November 27, 1990, under the name of "Dewitt USA, Inc.", has an authorized capitalization consisting of 1,000 shares of common stock, with a par value of \$1.00 per share, of which all 1,000 shares of common stock are presently issued and outstanding and held by Parent, which shall be the Surviving Corporation.

ARTICLE II
Merger

At the effective date of the Merger, Monticello Drug Company shall be merged with and into Dewitt USA, Inc. and Dewitt USA, Inc. shall merge Monticello Drug Company with and into it. Upon the approval of the Articles and Plan of Merger by the Secretary of State of the State of Florida and the payment of all fees and taxes required by the laws of the State of Florida, this Agreement shall be filed with the Secretary of State of the State of Florida. Notwithstanding anything contained herein to the contrary, the Merger provided herein shall be effective, and the separate existence of the Disappearing Corporation shall cease (except insofar as it may be continued by statute) as of the start of business on July 1, 1998 (the "Effective Date"). Dewitt USA, Inc. shall be the Surviving Corporation in the Merger and shall be governed by the laws of the State of Florida, which state shall be its domicile.

ARTICLE III
Articles of Incorporation

The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the merger shall remain in full force and effect as the Articles of Incorporation of the Surviving Corporation after the merger, except that ARTICLE I shall be amended in its entirety to read as follows:

"ARTICLE I

The name of this corporation is Monticello Drug Company."

The Surviving Corporation reserves the right and power after the Effective Date of the Merger to alter, amend, change, or repeal any of the other provisions contained in its Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on officers, directors or shareholders herein are subject to this reservation.

ARTICLE IV Conversion of Outstanding Stock

The method and procedure for carrying the Merger into effect, and the manner and basis of converting the shares of the Disappearing Corporation into shares of the Surviving Corporation are as follows:

(a) Immediately upon the Effective Date of this Merger, each issued and outstanding share of common stock, par value of \$1.00 per share of the Disappearing Corporation, which is issued and outstanding on the Effective Date of the Merger, shall, without further action on the part of the holder thereof, automatically become, and be converted into, one share of common stock of the Surviving Corporation, par value of \$1.00 per share, and each outstanding certificate representing shares of common stock of the Disappearing Corporation shall thereupon be deemed for all corporate purposes (other than the payment of dividends, as hereinafter described) to evidence the ownership of fully paid, nonassessable shares of common stock of the Surviving Corporation into which such shares have been converted.

(b) As soon as practicable after the Effective Date of the Merger, each holder of a certificate or certificates representing outstanding shares of common stock of the Disappearing Corporation shall be entitled, upon surrender of such certificate or certificates, to receive in exchange therefor a certificate or certificates representing the aggregate number of shares of common stock of the Surviving Corporation into which such shares the capital stock of the Disappearing Corporation shall have been converted pursuant to this Article.

ARTICLE V Terms and Conditions

Additional terms and conditions of the Merger are as follows:

(a) Until altered, amended, or repealed in the manner now or hereafter prescribed by statute, the Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of the Surviving Corporation.

(b) The Bylaws of the Surviving Corporation in effect on the Effective Date of the Merger shall be and shall remain and continue to be the Bylaws of the Surviving Corporation until they shall be altered, amended, or repealed as therein provided.

(c) The name of the directors of the Surviving Corporation after the merger, who shall serve until his or her successors have been duly elected or appointed and shall have qualified, or until his or her earlier death, resignation or removal, are as follows:

Henry E. Dean, III
Thomas D. S. Dean
L. J. Overman
Robert C. Conolly
Eloise Cummins
William Rowland Roberts
Frank Thurston Roberts

Any vacancies in the Board of Directors shall be filled pursuant to the Bylaws of the Surviving Corporation.

(d) The principal officers of the Surviving Corporation after the merger, who shall hold office until his successors have been duly elected or appointed and shall have qualified or until his earlier death, resignation, or removal, and their respective offices, are as follows:

| | |
|--------------------|----------------|
| Henry E. Dean, III | President |
| Thomas D. S. Dean | Vice President |
| L. J. Overman | Secretary |
| Robert C. Conolly | Treasurer |

(e) The principal office of the Surviving Corporation shall be located at 1604 Stockton Street, Jacksonville, Florida 32204. The name and address of the Registered Agent shall be:

Mary A. Robison
1 Independent Drive, Suite 2600
Jacksonville, Florida 32202

(f) If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title to any property or rights of the Disappearing Corporation, the proper officers and directors of the Disappearing Corporation shall execute and make all such property assignments and assurances and do all things necessary or appropriate to vest title in such property or rights in the Surviving Corporation, or otherwise to carry out the intent or accomplish the purposes of this Agreement.

ARTICLE VI Effect of Merger

Upon this Merger becoming effective, the separate existence of the Disappearing Corporation, except insofar as it may be continued by statute, shall cease. Upon this Merger becoming effective, the Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy all

the rights, privileges, immunities, powers, and franchises for a public as well as a private nature, and be subject to all restrictions, disabilities, and duties of the Disappearing Corporation, and all the rights, privileges, immunities, powers, and franchises of the Disappearing Corporation and all property, real, personal, and mixed, and all debts due to the said Disappearing Corporation on whatever account, for stock subscriptions as well as for all other things in action or belonging to the said Disappearing Corporation, shall be vested in the Surviving Corporation; and all assets (tangible, intangible, personal, real, or otherwise), property, rights, privileges, immunities, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Disappearing Corporation, and the title to any real estate vested by deed or otherwise in the Disappearing Corporation shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of said Disappearing Corporation shall be preserved, unimpaired, limited in lien to the property affected by such liens at the effective time of the Merger, and all debts, liabilities, obligations and duties of said Constituent Corporations, shall thence forth attach to and are hereby assumed by the Surviving Corporation, and may be enforced against said Surviving Corporation to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by the Surviving Corporation.

ARTICLE VII
Date of Authorization of Merger

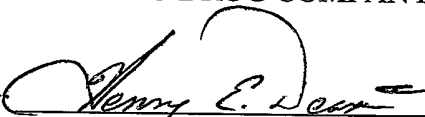
Pursuant to section 607.1104 of the Florida Statutes, this Plan of Merger was approved by the Board of Directors of the Parent of the Constituent Corporations on June 21, 1998. In accordance with section 607.1104 of the Florida Statutes, the approval of the shareholders of the Parent and Constituent Corporations is not required. Furthermore, there are no other shareholders of the Constituent Corporations and there are accordingly no other shareholder of the Constituent Corporation who are entitled to vote and who could dissent from the merger of the Constituent Corporations.

ARTICLE VIII
Compliance With Legal Requirements

All provisions of the laws of the State of Florida applicable to the Merger have been or will have been complied with upon the filing and recording of this Agreement with the Secretary of State of Florida.

IN WITNESS WHEREOF, the Constituent Corporations have caused these Articles and Plan of Merger to be executed by on their behalf by their respective Presidents this 21st day of June, 1998.

MONTICELLO DRUG COMPANY

By 
Henry E. Dean, III
President

DEWITT USA, INC.

By: Henry E. Dean III
Henry E. Dean, III
President

*Related to Articles & Plan of Merger
between Monticello Drug Company
and DeWitt USA, Inc.*