



Prescribed by **J. Kenneth Blackwell**

Please obtain fee amount and mailing instructions from the Forms Inventory List (Using the 3 digit form # located at the bottom of this form) To obtain the Forms Inventory List or for assistance, please call Customer Service: Central Ohio: (614) 466-3910 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

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CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan, limited liability companies, limited partnerships and/or partnerships with limited liability, desiring to effect a merger, set forth the following facts:

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MAR 30 2001

J. KENNETH BLACKWELL
SECRETARY OF STATE

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

FELRx Managed Care, Inc.

B. Name Change. As a result of this merger, the name of the surviving entity has been changed to the following:

Not Applicable

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a. (Please check the appropriate box and fill in the appropriate blanks)

- Domestic (Ohio) for-profit corporation, charter number _____
- Domestic (Ohio) non-profit corporation, charter number _____
- Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of Florida and licensed to transact business in the State of Ohio under license number 878124
- Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of _____ and NOT licensed to transact business in the State of Ohio.
- Domestic (Ohio) limited liability company, with registration number _____
- Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____ and registered to do business in the State of Ohio under registration number _____
- Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____ and NOT registered to do business in the State of Ohio.
- Domestic (Ohio) limited partnership, with registration number _____
- Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____ and registered to do business in the State of Ohio under registration number _____
- Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____ and NOT registered to do business in the state of Ohio.
- Domestic (Ohio) partnership having limited liability, with the registration number _____
- Foreign (Non-Ohio) partnership having limited liability organized under the laws of the state/country of _____ and registered to do business in the State of Ohio under registration number _____
- Foreign (Non-Ohio) non-profit incorporation under the laws of the state/country of _____ and licensed to transact business in the State of Ohio under license number _____
- Foreign (Non-Ohio) non-profit incorporation under the laws of the state/country of _____ and not licensed to transact business in the state of Ohio

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Secretary of State

II. MERGING ENTITY

The name, charter/license/registration number, type of entity, state/country of incorporation or organization, respectively, of which is a party to the merger are as follows: (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the merging entities)

Name	State/Country of Organization	Type of Entity
Innovative Pharmaceutical Strategies, Inc. (No. 952061)	Ohio	Corporation
Phoenix Communications International, Inc. (No. 900468)	Ohio	Corporation

III. MERGER AGREEMENT ON FILE

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request

EFFRx Managed Care, Inc. (name)	3503 Henderson Blvd., Ste. 300 (street and number)	
Tampa (city, village or township)	Florida (state)	33609 (zip code)

IV. EFFECTIVE DATE OF MERGER

This merger is to be effective on: the later of March 31, 2001 and the date that the Certificate of Merger is filed with the Secretary of State of Ohio (if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing, if no date is specified, the date of filing will be the effective date of the merger).

V. MERGER AUTHORIZED

The laws of the state or country under which each constituent entity exists, permits this merger. This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

VI. STATUTORY AGENT

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

James J. Mendala (name)	6636 Crow Dr., Ste. 105 (street and number)	
Macedonia (city, village or township)	Ohio (state)	44016 (zip code)

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct business in the state of Ohio)

VII. ACCEPTANCE OF AGENT

The undersigned, named herein as the statutory agent for the above-referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature of Agent _____

(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name currently on record with the Secretary of State.)

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Secretary of State

VII. STATEMENT OF MERGER

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity: FELIX MANAGED CARE, INC.

IX. AMENDMENTS

The (articles of incorporation), articles of organization, certificate of limited partnership or registration of partnership having limited liability (circle appropriate term) of the surviving domestic entity have been amended. Please see attached "Exhibit A." (Please note, if there will be no change please state "no change"). NO CHANGE

X. QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY

A. The listed surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio. The name and complete address of the statutory agent is:

James J. Mindala (name) 4336 Crow Dr., Ste. 105 (street and number)
Macedonia (city, village or township) Ohio (state) 44056 (zip code)

The subject surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State of Ohio if the agent cannot be found, if the corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability fails to designate another agent when required to do so, or if the foreign corporation's, bank's, savings bank's, savings and loan's, limited liability company's, limited partnership's, or partnership having limited liability's license or registration to do business in Ohio expires or is cancelled.

B. The qualifying entity also states as follows: (Complete only if applicable)

1. Foreign Notice Under Section 1703.031 - NOT APPLICABLE

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, then the following information must be completed.)

(a.) The name of the Foreign Nationally/Federally chartered bank, savings bank, or savings and loan association is:

(b.) The name(s) of any Trade Name(s) under which the corporation will conduct business.

(c.) The location of the main office (non-Ohio) shall be:

(street address)
(city, township, or village) (county) (state) (zip code)

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**J. Kenneth Blackwell
Secretary of State**

(d.) The principal office location in the state of Ohio shall be:

_____ (street address)

_____ (city, township, or village) _____ (county) _____ (state) _____ (zip code)

(Please note, if there will not be an office in the state of Ohio, please list none.)

(e.) The corporation will exercise the following purpose(s) in the state of Ohio (Please provide a brief summary of the business to be conducted; a general clause is not sufficient)

2. Foreign Qualifying Limited Liability Company - NOT APPLICABLE

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

(a.) The name of the limited liability company in its state of organization/registration is:

(b.) The name under which the limited liability company desires to transact business in Ohio is:

(c.) The limited liability company was organized or registered on _____ under the laws of the state/country of:

(d.) The address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is

_____ (street address)

_____ (city, township, or village) _____ (county) _____ (state) _____ (zip code)

3. Foreign Qualifying Limited Partnership- NOT APPLICABLE

(If the qualifying entity is a foreign limited partnership, the following information must be completed)

(a.) The name of the limited partnership is:

(b.) The limited partnership was formed on _____.

(c.) The address of the office of the limited partnership in its state/country of organization is:

_____ (street address)

_____ (city, township, or village) _____ (county) _____ (state) _____ (zip code)

(d.) The limited partnership's principal office address is:

_____ (street address)

_____ (city, township, or village) _____ (county) _____ (state) _____ (zip code)

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Secretary of State**

(e.) The names and business or residence addresses of the General partners of the partnership are as follows:

Name	Address
_____	_____
_____	_____

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)

(f.) The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

_____ (street address)

_____ (city, township, or village) _____ (county) _____ (state) _____ (zip code)

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is canceled or withdrawn.

4. Foreign Qualifying Partnership Having Limited Liability- NOT APPLICABLE

(a.) The name of the partnership shall be:

(b.) Please complete the following appropriate section (either item b(1) or b(2)):

(1.) The address of the partnership's principal office in Ohio is:

_____ (street name and number)

_____ (city, village or township) _____ Ohio _____ (state) _____ (zip code)

(If the partnership does not have a principal office in Ohio, then items b2 and item c must be completed)

(2.) The address of the partnership's principal office (Non-Ohio):

_____ (street address)

_____ (city, village or township) _____ (state) _____ (zip code)

(c.) The name and address of a statutory agent for service of process in Ohio is as follows:

_____ (name) _____ (street address)

_____ (city, township, or village) _____ (county) _____ (state) _____ (zip code)

(d.) Please indicate the state or jurisdiction in which the Foreign Limited Liability Partnership has been formed:

(e.) The business which the partnership engages in is:

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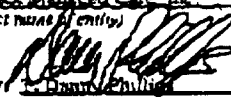
FROM: AKIN GUMP ET EL-DAL

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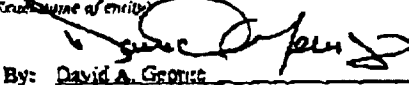
**J. Kenneth Blackwell
Secretary of State**

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the dates stated below.

PFI Rx Merged Care, Inc.
(Exact name of entity)

By: T. Danny Phillips
Its: Vice President
Date: March 28, 2001

(Exact name of entity)
By: _____
Its: _____
Date: _____

Innovative Pharmaceutical Strategies, Inc.
(Exact name of entity)

By: David A. George
Its: President
Date: March 28, 2001

Phoenix Communications International, Inc.
(Exact name of entity)

By: David A. George
Its: President
Date: March 28, 2001

(Exact name of entity)
By: _____
Its: _____
Date: _____

(Exact name of entity)
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By: _____
Its: _____
Date: _____

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CIVIL RIGHTS DIVISION