

167112-I



COMMONWEALTH OF KENTUCKY
OFFICE OF SECRETARY OF STATE
FRANKFORT 40601

DREXELL R. DAVIS
SECRETARY OF STATE

July 10, 1987

SECRETARY OF STATE (502) 564-3490

CORPORATE FILINGS (502) 564-2848

CLINTON H. NEWMAN II
ASSISTANT SECRETARY OF STATE

CORPORATION RECORDS (502) 564-7330

Chuck Wanzer
Wilcox Drug Company, Incorporated
123 W. Howard Street
Boone, North Carolina 28607

RE: "Wilcox Drug Company, Incorporated"

Dear Sir:

Receipt and filing of the following is hereby acknowledged.

1. () Articles of Amendment

485672

2. () Restated Articles of Incorporation

3. (XXXX) Articles of Merger were filed in this office on July 10, 1987 of "Wilcox Drug Company, Incorporated" (Qual. N.C.) into "New Wilcox, Inc." (not Qual.).

4. () Other

If we may be of further assistance to you, please do not hesitate to call us.

Sincerely yours,

Drexell R. Davis
Secretary of State



State of DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Merger
filed in this office on December 31, 1985

ORIGINAL COPY FILED
SECRETARY OF STATE OF KENTUCKY,
FRANKFORT, KENTUCKY

ACK JUL 10 1987 \$20.00
Duffell & Davis

SECRETARY OF STATE
RECEIVED

JUL 10 1987



Michael Harkins
Michael Harkins, Secretary of State

BY: *W. Taylor*

DATE: June 23, 1987

10AM
FILED

DEC 31 1965

Hubert G. ...
SECRETARY OF STATE

CERTIFICATE OF MERGER

OF

WILCOX DRUG COMPANY, INCORPORATED

INTO

NEW WILCOX, INC.

The undersigned corporation

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

NAME	STATE OF INCORPORATION
WILCOX DRUG COMPANY, INCORPORATED NEW WILCOX, INC.	North Carolina Delaware

SECOND: That the Articles of Merger and Joint Agreement were approved and adopted by the holders of all the outstanding stock entitled to vote thereon of New Wilcox, Inc. and Wilcox Drug Company, Incorporated, and approved, adopted, certified, executed and acknowledged by New Wilcox, Inc. and Wilcox Drug Company, Incorporated, all in accordance with Section 252(c) of the General Corporation Law of the State of Delaware and Section 55-106 of the Business Corporation Act of the State of North Carolina.

THIRD: That New Wilcox, Inc. shall be the name of
the surviving corporation.

FOURTH: That the Certificate of Incorporation of
New Wilcox, Inc. shall be the Certificate of Incorporation
of the surviving corporation.

FIFTH: That the executed Articles of Merger and
Joint Agreement are on file at the principal place of
business of New Wilcox, Inc. at 123 West Howard Street,
Boone, North Carolina 28607.

SIXTH: That a copy of the Articles of Merger and
Joint Agreement will be furnished by New Wilcox, Inc., on
request and without cost, to any stockholder of Wilcox Drug
Company, Incorporated or New Wilcox, Inc.

SEVENTH: The authorized capital stock of Wilcox
Drug Company, Incorporated is as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
Common	50	\$100.00

IN WITNESS WHEREOF, said New Wilcox, Inc., a Delaware
Corporation, has caused this certificate to be signed by C.

KENNETH WILCOX, its President, and attested by CHARLES H.
WANZER, its Secretary-Treasurer, this 2nd day of December, 1985.

NEW WILCOX, INC.
(a Delaware Corporation)

[SEAL]

BY: C. Kenneth Wilcox
C. Kenneth Wilcox
President

ATTESTED:

Charles H. Wanger
Charles H. Wanger
Secretary-Treasurer



State of DELAWARE



Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Merger
filed in this office on December 31, 1985



Michael Harkins

Michael Harkins, Secretary of State

BY: _____

W. Taylor

DATE: June 24, 1987

8503650366

CERTIFICATE OF MERGER
MERGING
WILCOX DRUG COMPANY, INC. (DEL.)
(A DELAWARE CORPORATON)
INTO
NEW WILCOX, INC.
(A DELAWARE CORPORATION)

10:05 AM
FILED

DEC 31 1985

John P. ...
SECRETARY OF STATE

New Wilcox, Inc., a corporation organized and existing under the laws of Delaware (the "Corporation") DOES HEREBY CERTIFY:

FIRST: That New Wilcox, Inc. ("New Wilcox") was incorporated the 31st day of July, 1985 pursuant to the General Corporation Law of the State of Delaware, and that Wilcox Drug Company, Inc. ("Wilcox-Delaware") was incorporated on the 7th day of April, 1982 pursuant to the General Corporation Law of the State of Delaware.

SECOND: That an agreement of merger has been approved, adopted, certified, executed and acknowledged by New Wilcox and Wilcox-Delaware, all in accordance with Section 251 (c) of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation shall be New Wilcox, Inc. changed name to Wilcox Drug Company, Inc.

FOURTH: That the Certificate of Incorporation of New Wilcox, Inc. shall be the Certificate of Incorporation of the surviving corporation, and that Article First of the Certificate of Incorporation of New Wilcox, Inc. shall be amended as follows:

"The name of the Corporation is Wilcox Drug Company, Inc.

FIFTH: That the executed agreement of merger is on file at the principal place of business of New Wilcox, Inc., the surviving corporation, at 123 West Howard Street, Boone, North Carolina 28607.

SIXTH: That a copy of the agreement of merger will be furnished by New Wilcox, Inc., the surviving corporation, on request and without cost, to any stockholder of Wilcox-Delaware or New Wilcox.

IN WITNESS WHEREOF, said New Wilcox, Inc., a Delaware corporation, has caused this certificate to be signed by C. KENNETH WILCOX, its President, and Charles H. Wanzer, its Secretary-Treasurer, this 26th day of December, 1985.



New Wilcox, Inc.
(a Delaware corporation)

By: C. Kenneth Wilcox
C. Kenneth Wilcox
President

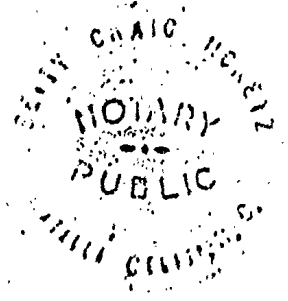
ATTESTED:

Charles H. Wanzer
Charles H. Wanzer
Secretary-Treasurer

STATE OF NORTH CAROLINA)
)
) SS.:
)
COUNTY OF WATAUGA)

BE IT REMEMBERED that on this 20 day of December, 1985, personally came before me, a Notary Public for the State of North Carolina, C. KENNETH WILCOX, the signer of the foregoing Certificate of Merger, known to me personally to be such, and severally acknowledged the said Certificate to be the act and deed of the signer respectively and that the facts stated therein are true.

GIVEN under my hand and seal of office, the day and year aforesaid.



Betty Crain Moutz
Notary Public
My Comm exp 9.14.90