

Filing Fee: See Instructions

ID Number:

101171



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

ARTICLES OF MERGER OR CONSOLIDATION INTO

Parenteral Infusion Associates, LLC

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the General Laws of Rhode Island, 1956, as amended, the undersigned entities submit the following Articles of ☒ Merger or ☐ Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

- a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the state under which each is organized are:

Name of entity	Type of entity	State under which entity is organized
CIVN Holdings, Inc.	corporation	Rhode Island
Parenteral Infusion Associates, LLC	limited liability company	Rhode Island

- b. The laws of the state under which each entity is organized permit such merger or consolidation.
- c. The full name of the surviving or new entity is Parenteral Infusion Associates, LLC
which is to be governed by the laws of the state of Rhode Island
- d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger or Consolidation)
- e. If the surviving entity's name has been amended via the merger, please state the new name:
- f. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:
- g. These Articles of Merger or Consolidation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing February 1, 2008

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.2 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

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b. Complete the following subparagraphs i and ii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is CIVN Holdings, Inc.

ii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation (such date shall not be less than 30 days from the date of filing) January 2, 2008

c. As required by Section 7-1.2-1003 of the General Laws, the corporation has paid all fees and franchise taxes.

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SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.

b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

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SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:

b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

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SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.

CIVN Holdings, Inc.

Print Entity Name

By: Dana Lopez Chief Executive Officer and Secretary
Name of person signing Title of person signing

By: _____
Name of person signing Title of person signing

Parenteral Infusion Associates, LLC

Print Entity Name

By: Dana Lopez Chief Executive Officer and Secretary
Name of person signing Title of person signing

By: _____
Name of person signing Title of person signing

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (this "Agreement") is made and entered into as of the 16th day of January, 2008, by and between **PARENTERAL INFUSION ASSOCIATES, LLC**, a Rhode Island limited liability company ("Parenteral"), and **CIVN HOLDINGS, INC.**, a Rhode Island corporation ("CIVN").

WITNESSETH:

WHEREAS, the Member of Parenteral deems it advisable that CIVN be merged with and into Parenteral, with Parenteral to be the Surviving Company, on the terms and conditions set forth herein and in accordance with the applicable provisions of the laws of the State of Rhode Island which permit such a statutory merger; and

WHEREAS, the Shareholder and Board of Directors of CIVN deems it advisable that CIVN be merged with and into Parenteral, with Parenteral to be the Surviving Company, on the terms and conditions set forth herein and in accordance with the applicable provisions of the laws of the State of Rhode Island which permit such a statutory merger.

NOW THEREFORE, in consideration of the mutual promises and covenants contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed by and among the parties hereto that Parenteral and CIVN shall enter into a statutory merger (the "Merger") in compliance with the provisions of Section 7-16-59 of the Rhode Island Limited Liability Company Act and Section 7-1.2-1001 of the Rhode Island Business Corporation Act, and that the terms and conditions of the Merger, and the mode of carrying the same into effect, shall be as follows:

ARTICLE I

PARENTERAL is a limited liability company duly organized, validly existing and in good standing under the laws of the State of Rhode Island.

CIVN is a corporation duly organized, validly existing and in good standing under the laws of the State of Rhode Island. CIVN, under its current Articles of Incorporation, is authorized to issue 1,000 shares of Common Stock, of which 100 shares have been duly issued and are now outstanding.

ARTICLE II

CIVN shall be merged with and into Parenteral, and Parenteral shall be the Surviving Company. Upon effectiveness of the Merger, the separate corporate existence of CIVN shall cease, and Parenteral shall succeed, without other transfer, to all the rights and property of CIVN, including but not limited to all of the membership interests of Clinical I.V. Network, LLC, and shall be subject to all the debts and liabilities of CIVN in the same manner as if Parenteral had itself incurred them. For purposes of this Agreement, Parenteral shall be referred to herein as "Parenteral" where the reference is relevant to events prior to the effective date of the Merger, and shall be referred to herein as the "Surviving Company" where the reference is relevant to events on

and after the effective date of the Merger. The Surviving Company shall exist by virtue of, and be governed by, the laws of the State of Rhode Island.

ARTICLE III

Upon the consummation of the Merger, the name of the Surviving Company shall be Parenteral Infusion Associates, LLC.

ARTICLE IV

The Articles of Organization of Parenteral shall remain the Articles of Organization of the Surviving Company.

The Operating Agreement of Parenteral as in effect on the effective date of the Merger shall remain the Operating Agreement of the Surviving Company.

ARTICLE V

The terms of the Merger, the mode of carrying them into effect, and the manner and basis of dealing with the shares of CIVN's Common Stock shall be as follows:

All 100 shares of Common Stock of CIVN which are issued and outstanding as of the date the Merger becomes effective shall be automatically cancelled upon the effectiveness of the Merger.

ARTICLE VI

Upon the Merger becoming effective, all of the rights, privileges, immunities, powers, franchises and authority, and all property and assets of every kind and description, and every interest therein, of each of Parenteral and CIVN shall be vested in and be held and enjoyed by the Surviving Company without further act or deed, and all of the estates and interests of every kind of Parenteral and CIVN shall be the property of the Surviving Company as they were of Parenteral and CIVN, as the case may be, and the title to any real estate or any interest therein, vested by deed or otherwise in either Parenteral or CIVN shall not revert or be in any way impaired by reason of the Merger, but shall be vested in the Surviving Company. Upon the Merger becoming effective, all rights of creditors and all liens upon any property of Parenteral or CIVN shall be preserved unimpaired, and all debts, liabilities and duties of Parenteral and CIVN shall thenceforth attach to the Surviving Company and may be enforced against it to the same extent as if said debts, liabilities or duties had been incurred or contracted by it.

ARTICLE VII

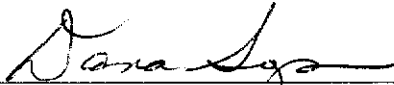
The Merger provided for herein shall become effective on the date specified in the Articles of Merger entered into, by and between Parenteral and CIVN and filed with the Rhode Island Secretary of State in accordance with the laws of the State of Rhode Island. Such Articles shall be filed only after the Merger has been duly authorized and approved by the Shareholder and Board of Directors of CIVN and the Member of Parenteral.

ARTICLE VIII

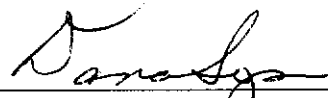
This Agreement contains the entire agreement between the parties with regard to the contemplated transaction. This Agreement may be executed in any number of counterparts, all of which taken together shall be deemed one original. The validity, interpretation, and performance of this Agreement shall be governed by, construed, and enforced in accordance with the laws of the State of Rhode Island.

IN WITNESS WHEREOF, the undersigned have executed this Agreement of Merger as of the date first written above.

PARENTERAL INFUSION ASSOCIATES, LLC

By: 
Dana W. Soper, Chief Executive
Officer and Secretary

CIVN HOLDINGS, INC.

By: 
Dana W. Soper, Chief Executive
Officer and Secretary