

State of Delaware



FEB 10 9 24 AM '84

Office of Secretary of State

I, GLENN C. KENTON, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF UPJOHN HEALTHCARE SERVICES, INC., A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING CALIFORNIA HEALTH CARE SERVICES, INC. A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF JANUARY, A.D. 1984, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

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A handwritten signature in cursive script, reading "Glenn C. Kenton".

Glenn C. Kenton, Secretary of State

AUTHENTICATION: 10166360

720240036

DATE: 01/24/1984

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
CALIFORNIA HEALTH CARE SERVICES, INC.
INTO
UPJOHN HEALTHCARE SERVICES, INC.

* * * * *

Upjohn HealthCare Services, Inc., a corporation organized and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 26th day of October, 1966, pursuant to the Business Corporation Law of the State of Delaware in the name of Homemakers International Co. and amended for name change on July 17, 1978.

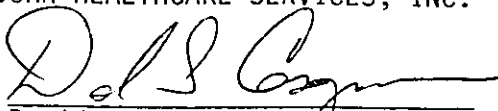
SECOND: That this corporation owns all of the outstanding shares of common stock of California Health Care Services, Inc., a corporation incorporated on the 31st day of March, 1978, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the resolution of its Board of Directors, duly adopted by the unanimous written consent of its Board of Directors, filed with the minutes of the board on the 12th day of January, 1984, determined to and did merge into itself said California Health Care Services, Inc.


FOURTH: Anything herein or elsewhere to the contrary notwithstanding this merger may be amended or terminated and abandoned by the board of directors of Upjohn HealthCare Services, Inc. at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said Upjohn HealthCare Services, Inc. has caused this certificate to be signed by David S. Cosgrove, its President, and attested by Pamela L. Goheen, its Assistant Secretary, this 12th day of January, 1984.

UPJOHN HEALTHCARE SERVICES, INC.

By 
David S. Cosgrove, President

ATTEST:

By 
Pamela L. Goheen, Asst. Secretary