Articles of Merger of Triad Isotopes, Inc. and Birmingham Nuclear Pharmacy, Inc.

FILED IN OFFICE
DEC 2 8 2010
SECRETARY OF STATE



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To the Secretary of State of Alabama:

Pursuant to the provision of the Alabama Business Corporation Act governing the merger of an Alabama wholly-owned subsidiary business corporation into its foreign parent business corporation, the foreign parent business corporation hereinafter named does hereby adopt the following articles of merger:

- 1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Alabama, is Birmingham Nuclear Pharmacy, Inc. ("Subsidiary").
- 2. The name of the parent corporation, which is a business corporation organized under the laws of the State of Delaware, is Triad Isotopes, Inc. ("Parent").
- 3. The number of outstanding shares of Subsidiary is 1,000, all of which are of one class, and all of which are owned by Parent.
- 4. The Agreement and Plan of Merger for merging Subsidiary into Parent, a copy of which is attached hereto as Exhibit A, was adopted and approved by resolution of the board of directors of Parent.
- 5. Parent, in its capacity as the holder of all of the outstanding shares of Subsidiary, waived the mailing of a copy of this Agreement to the Parent otherwise provided for under the provisions of Section 10-2B-11.04 of the ABCA.
- 6. The laws of the State of Delaware permit a merger of a wholly-owned subsidiary business organized under the laws of the State of Alabama into a parent business corporation of the State of Delaware; and the merger of Subsidiary into Parent is in compliance with the laws of the State of Delaware.
 - 7. Shareholder approval was not required.

* * * *

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IN WITNESS WHEREOF, the undersigned have executed this Articles of Merger as of the day of December, 2010.

TRIAD ISOTOPES, INC.

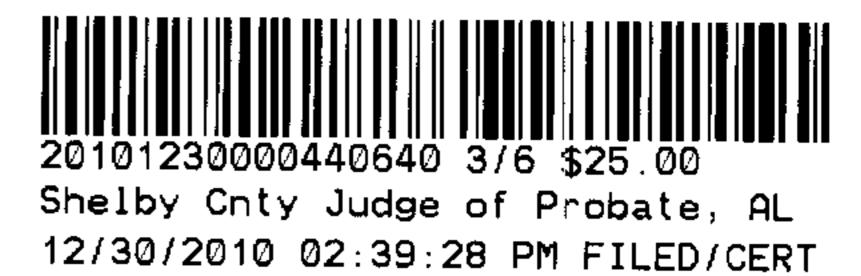
Title: Senior Vice President & General Counsel

BIRMINGHAM NUCLEAR PHARMACY, INC.

By: _________

Name: William McCormick

Title: Senior Vice President & General Counsel



AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Agreement") is made and entered into as of December 27, 2010 between Triad Isotopes, Inc., a Delaware corporation (the "Surviving Company") and Birmingham Nuclear Pharmacy, Inc., an Alabama corporation and whollyowned subsidiary of the Surviving Company (the "Disappearing Company"). The Surviving Company and the Disappearing Company are hereinafter collectively referred to as the "Constituent Companies."

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth below, the Constituent Companies hereby agree as follows:

- 1. Upon the terms and conditions set forth herein, and in accordance with the Delaware General Corporation Law (the "DGCL") and the Alabama Business Corporations Act (the "ABCA"), the Disappearing Company shall be merged with and into the Surviving Company at the Effective Time ("Merger"), and the separate corporate existence of the Disappearing Company shall thereupon cease, and the Surviving Company shall be the surviving corporation in the Merger (sometimes hereinafter referred to as the "Surviving Corporation").
- 2. The Merger shall become effective (the "<u>Effective Time</u>") upon the filing and acceptance of (i) a Certificate of Merger with the Secretary of State of the State of Delaware and (ii) Articles of Merger with the Secretary of State of the State of Alabama. Each Constituent Company shall take all such further actions as required by applicable law to make effective the Merger.
- 3. At the Effective Time, the effect of the Merger shall be as provided in this Agreement and the applicable provisions of the DGCL and the ABCA. Without limiting the generality of the foregoing, at and after the Effective Time, the Surviving Corporation shall possess all the rights, privileges, and powers, and be subject to all the restrictions, liabilities and duties of each of the Constituent Companies.
- 4. From and after the Effective Time, the Bylaws of the Surviving Company as in effect immediately prior to the Effective Time shall be the bylaws of the Surviving Corporation.
- 5. From and after the Effective Time, the certificate of incorporation of the Surviving Company, as in effect immediately prior to the Merger, the certificate of incorporation of the Surviving Corporation, until thereafter amended as provided therein or by applicable law.
- 6. The officers of the Surviving Company immediately prior to the Effective Time shall, from and after the Effective Time, be the officers of the Surviving Corporation until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the certificate of incorporation and bylaws of the Surviving Corporation.
- 7. The directors of the Surviving Company immediately prior to the Effective Time shall, from and after the Effective Time, be the directors of the Surviving Corporation until their successors have been duly elected or appointed and qualified or until their earlier death,

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resignation or removal in accordance with the certificate of incorporation and the bylaws of the Surviving Corporation.

8. At and as of the Effective Time, by virtue of the Merger and without any action on the part of the holder of the issued and outstanding shares of capital stock of the Surviving Company or any action on the part of the holder of the shares of stock of the Disappearing Company, the issued and outstanding shares of stock of the Disappearing Company shall be cancelled and extinguished without any consideration therefor.

[Signature Pages Follow]



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

TRIAD ISOTOPES, INC.

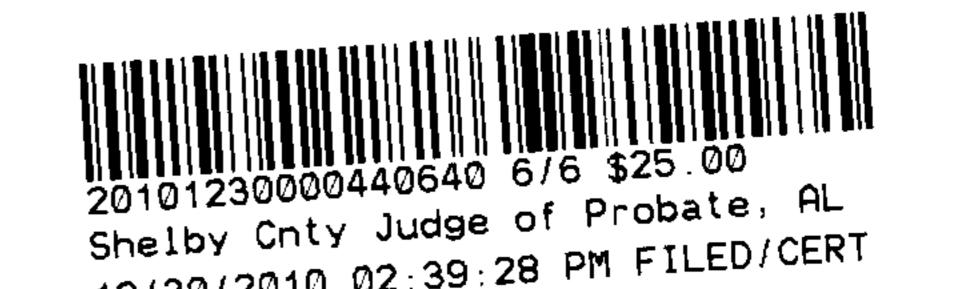
Name: William McCormick

Title: Senior Vice President & General Counsel

BIRMINGHAM NUCLEAR PHARMACY, INC.

By:
Name: William McCormick

Title: Senior Vice President & General Counsel



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Secretary of State State of Alabama

I hereby certify that this is a true and complete copy of the document filed in this office on 28 200

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