

CT CORPORATION

F02 00000 3266

CORPORATION(S) NAME

Medco Health Solutions, Inc.

| | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of RA |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Photocopies | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Call When Ready | <input checked="" type="checkbox"/> Will Wait | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Mail Out | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

02 JUN 26 PM 11:23
 RECEIVED
 DIVISION OF CORPORATIONS

Name _____

Availability _____

Document _____

Examiner _____

Updater _____

Verifier _____

W.P. Verifier _____

6/26/02

Order#: 5441248

700006042677-5

-06/26/02--01051--010

Ref#: *****70.00 *****70.00

Amount: \$ _____

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

6/26/02
MSF

FILED
 02 JUN 26 PM 1:00
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Medco Health Solutions, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 22-3461740
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 05/21/2002 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 05/21/2002
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 100 Parsons Pond Drive, Franklin Lakes, NJ 07417
(Principal office address)
- same
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under General Corporation Law of the State of Delaware.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C T Corporation System

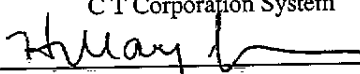
Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip code)

FILED
02 JUN 26 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System
By: 
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Kenneth C. Frazier

Address: One Merck Drive, Whitehouse Station, NJ 08889

Director: Judy C. Lewent

Address: One Merck Drive, Whitehouse Station, NJ 08889

B. OFFICERS *SEE ATTACHMENT*

President: Richard T. Clark

Address: 100 Parsons Pond Drive

Franklin Lakes, NJ 07417

Vice President: Robert J. Blyskal

Address: 100 Parsons Pond Drive

Franklin Lakes, NJ 07417

Secretary: David S. Machlowitz

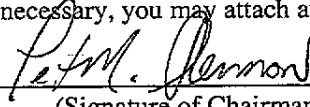
Address: 100 Parsons Pond Drive Franklin Lakes, NJ 07417

Treasurer: _____

Address: _____

FILED
02 JUN 26 PM 11 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Peter Sherman, Vice President
(Typed or printed name and capacity of person signing application)

Attachment to Florida
Application By Foreign Corporation for Authorization to Transact Business In Florida
Officers & Directors

-
1. Full Name: Richard T. Clark
Officer/Director: Officer
Officer's Title: Chairman, President and CEO
Business Address: 100 Parsons Pond Drive
City: Franklin Lakes
State: NJ
ZIP Code: 07417

 2. Full Name: Robert J. Blyskal
Officer/Director: Officer
Officer's Title: EVP, Operations and Technology
Business Address: 100 Parsons Pond Drive
City: Franklin Lakes
State: NJ
ZIP Code: 07417

 3. Full Name: Robert S. Epstein
Officer/Director: Officer
Officer's Title: SVP, Medical Affairs and Chief Medical Officer
Business Address: 100 Parsons Pond Drive
City: Franklin Lakes
State: NJ
ZIP Code: 07417

 4. Full Name: Stephen J. Gold
Officer/Director: Officer
Officer's Title: SVP, Electronic Commerce Strategy and Delivery
Business Address: 100 Parsons Pond Drive
City: Franklin Lakes
State: NJ
ZIP Code: 07417

 5. Full Name: Brian T. Griffin
Officer/Director: Officer
Officer's Title: SVP, Sales
Business Address: 100 Parsons Pond Drive
City: Franklin Lakes
State: NJ
ZIP Code: 07417

 6. Full Name: Roger A. Jones
Officer/Director: Officer
Officer's Title: President, Systemed, L.L.C.
Business Address: 100 Parsons Pond Drive
City: Franklin Lakes
State: NJ

FILED
02 JUN 26 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ZIP Code: 07417

- 7. Full Name: David S. Machlowitz
 Officer/Director: Officer
 Officer's Title: SVP, General Counsel and Secretary
 Business Address: 100 Parsons Pond Drive
 City: Franklin Lakes
 State: NJ
 ZIP Code: 07417

- 8. Full Name: Arthur H. Nardin
 Officer/Director: Officer
 Officer's Title: SVP, Pharmaceutical Contracting
 Business Address: 100 Parsons Pond Drive
 City: Franklin Lakes
 State: NJ
 ZIP Code: 07417

- 9. Full Name: Sandra E. Peterson
 Officer/Director: Officer
 Officer's Title: SVP, Health Businesses
 Business Address: 100 Parsons Pond Drive
 City: Franklin Lakes
 State: NJ
 ZIP Code: 07417

- 10. Full Name: Karin Princivalle
 Officer/Director: Officer
 Officer's Title: SVP, Human Resources
 Business Address: 100 Parsons Pond Drive
 City: Franklin Lakes
 State: NJ
 ZIP Code: 07417

- 11. Full Name: JoAnn A. Reed
 Officer/Director: Officer
 Officer's Title: CFO and SVP, Finance
 Business Address: 100 Parsons Pond Drive
 City: Franklin Lakes
 State: NJ
 ZIP Code: 07417

- 12. Full Name: Glenn C. Taylor
 Officer/Director: Officer
 Officer's Title: President, UHG Division and SVP, Account Management
 Business Address: 100 Parsons Pond Drive
 City: Franklin Lakes
 State: NJ
 ZIP Code: 07417

FILED
 02 JUN 26 PM 1:00
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

13. Full Name: Timothy C. Wentworth
Officer/Director: Officer
Officer's Title: EVP, Client Strategy and Service
Business Address: 100 Parsons Pond Drive
City: Franklin Lakes
State: NJ
ZIP Code: 07417

FILED
02 JUN 26 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

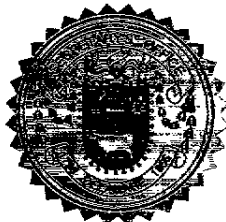
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MEDCO HEALTH SOLUTIONS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF JUNE, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



2656692 8300

020407565

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1849384

DATE: 06-24-02