

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

APPROVED
AND
FILED

98 MAY -4 PM 2:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



DO NOT WRITE IN THIS SPACE

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **851950** (6)
1. Corporation Name
CAREMARK INC.

Principal Place of Business 2211 SANDERS RD STE 400 BIRMINGHAM AL 35244 US	Mailing Address 3000 GALLERIA TOWER STE 1000 BIRMINGHAM AL 35244 US
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2. Principal Place of Business 21 2211 Sanders Road Suite, Apt. #, etc. 22 City & State 23 Northbrook, IL Zip 24 60062 Country 25	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country 30	3. Date Incorporated or Qualified 02/24/1982	4. FEI Number 95-3382344 Applied For Not Applicable	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No
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9. Name and Address of Current Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM INC 1201 HAYS ST SUITE 105 TALLAHASSEE FL 32301	10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City FL 85 Zip Code
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11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CCEO <input checked="" type="checkbox"/> DELETE	1.1 TITLE	V/T/D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	HOUSE, LARRY R	1.2 NAME	Peter J. Clemens, IV
STREET ADDRESS	3000 GALLERIA TOWER, STE 1000	1.3 STREET ADDRESS	3000 Galleria Tower, Suite 1000
CITY-ST-ZIP	BIRMINGHAM AL	1.4 CITY-ST-ZIP	Birmingham, AL 35244
TITLE	P <input checked="" type="checkbox"/> DELETE	2.1 TITLE	P/D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	CONNELLY, JAMES G III	2.2 NAME	John J. Arletta
STREET ADDRESS	2211 SANDERS RD	2.3 STREET ADDRESS	2211 Sanders Road
CITY-ST-ZIP	NORTHBROOK IL	2.4 CITY-ST-ZIP	Northbrook, IL 60062
TITLE	VTD <input checked="" type="checkbox"/> DELETE	3.1 TITLE	V/S/D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	KNIGHT, HAROLD O JR	3.2 NAME	Sara J. Finley
STREET ADDRESS	3000 GALLERIA TOWER, STE 1000	3.3 STREET ADDRESS	3000 Galleria Tower, Suite 1000
CITY-ST-ZIP	BIRMINGHAM AL	3.4 CITY-ST-ZIP	Birmingham, AL 35244
TITLE	SD <input checked="" type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	THRASHER, TRACY P	4.2 NAME	
STREET ADDRESS	3000 GALLERIA TOWER, STE 1000	4.3 STREET ADDRESS	
CITY-ST-ZIP	BIRMINGHAM AL	4.4 CITY-ST-ZIP	
TITLE	AT <input checked="" type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GORE, ANDREW	5.2 NAME	
STREET ADDRESS	2211 SANDERS RD	5.3 STREET ADDRESS	
CITY-ST-ZIP	NORTHBROOK IL	5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Peter J. Clemens, IV* **Peter J. Clemens, IV** 4-24-98 205-722-899

CR2E034 (10/97)



ACCOUNT NO. : 072100000032

REFERENCE : 805020 4390339

AUTHORIZATION :

Patricia Puyot

COST LIMIT : \$ 550.00

ORDER DATE : May 4, 1998

ORDER TIME : 12:44 PM

ORDER NO. : 805020-005

CUSTOMER NO: 4390339

300002509719--8

CUSTOMER: Ms. Becky Taber
Medpartners, Inc.
3000 Riverchase
Galleria Tower / Ste. 1000
Birmingham, AL 35244

ANNUAL REPORT FILING

NAME: CAREMARK, INC.

RECEIVED
98 MAY -4 PM 1:54
DIVISION OF CORPORATION

XX ANNUAL REPORT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

A. Alan
5/4/98