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

PROFIT
CORPORATION
ANNUAL REPORT
1999

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

99 APR -1 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

DOCUMENT # 851950

1. Corporation Name
CAREMARK INC.

Principal Place of Business
2211 SANDERS RD
NORTHBROOK IL 60062
US

Mailing Address
3000 GALLERIA TOWER
STE 1000
BIRMINGHAM AL 35244
US

2. Principal Place of Business
21
Suite, Apt #, etc.
22
City & State
23
Zip 24 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 [ ] $8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution [ ] $5.00 May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax [ ] Yes [ ] No

9. Name and Address of Current Registered Agent
THE PRENTICE-HALL CORPORTION 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

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
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature [illegible]) Date

12. OFFICERS AND DIRECTORS

TITLE	VTD	X DELETE
NAME	CLEMENS, PETER J IV	
STREET ADDRESS	3000 GALLERIA TOWER, SUITE 1000	
CITY-ST-ZIP	BIRMINGHAM AL 35244	
TITLE	PD	X DELETE
NAME	ARLOTTA, JOHN J	
STREET ADDRESS	2211 SANDERS ROAD	
CITY-ST-ZIP	NORTHBROOK IL 60062	
TITLE	VSD	[ ] DELETE
NAME	FINELY, SARA J	
STREET ADDRESS	3000 GALLERIA TOWER, SUITE 1000	
CITY-ST-ZIP	BIRMINGHAM AL 35244	
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	PD	[ ] Change X Add
12 NAME	Richard Scardina	
13 STREET ADDRESS	2211 Sanders Rd	
14 CITY-ST-ZIP	Northbrook, IL 60062	
21 TITLE	VD	[ ] Change X Add
22 NAME	David W. Golding	
23 STREET ADDRESS	2211 sanders Rd.	
24 CITY-ST-ZIP	Northbrook, IL 60062	
31 TITLE	T	[ ] Change X Add
32 NAME	Leisa S. Kizer	
33 STREET ADDRESS	3000 Galleria Tower, Suite 1000	
34 CITY-ST-ZIP	Birmingham, AL 35244	
41 TITLE		[ ] Change [ ] Add
42 NAME		
43 STREET ADDRESS		
44 CITY-ST-ZIP		
51 TITLE		[ ] Change [ ] Add
52 NAME		
53 STREET ADDRESS		
54 CITY-ST-ZIP		
61 TITLE		[ ] Change [ ] Add
62 NAME		
63 STREET ADDRESS		
64 CITY-ST-ZIP		

CR2E034 (11/98)

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, with all other like empowered.

SIGNATURE: Leisa S. Kizer — SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Leisa S. Kizer 3/31/99 — Date — 205/733-8996 — Daytime Phone

(2)

CSC THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 190835 Patricia Pizzato 4390339

AUTHORIZATION :

COST LIMIT : $ 150.00

ORDER DATE : April 1, 1999

ORDER TIME : 3:38 PM

ORDER NO. : 190835-005

CUSTOMER NO: 4390339

CUSTOMER: Ms. Danielle Bayer
Medpartners, Inc.
3000 Galleria Tower
Suite 1000
Birmingham, AL 35244

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99 APR -1 PM 4:47

ANNUAL REPORT FILING

NAME: CAREMARK INC.

XX ANNUAL REPORT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS: _____