



# 2004 FOR PROFIT CORPORATION ANNUAL REPORT

<b>DOCUMENT # 851950</b> 1. Entity Name <b>CAREMARK INC.</b>						<b>FILED</b> <b>04 FEB -3 PM 4: 49</b> CLERK OF THE COURT TALLAHASSEE, FLORIDA	
Principal Place of Business <b>2211 SANDERS RD</b> <b>NORTHBROOK, IL 60062 US</b>				Mailing Address <b>3000 GALLERIA TOWER</b> <b>STE 1000</b> <b>BIRMINGHAM, AL 35244 US</b>			
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip		3. Mailing Address <i>211 Commerce Street</i> <i>8th Floor</i> City & State <i>Nashville TN</i> Zip <i>37201</i>		4. FEI Number <b>95-3382344</b>		Applied For <input type="checkbox"/> Not Applicable	
Country Zip Country <b>USA</b>		5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75</b> Additional Fee Required		01212004 Chg-P CR2E034 (10/03)			
<b>6. Name and Address of Current Registered Agent</b> <b>CORPORATION SERVICE COMPANY</b> <b>1201 HAYS ST</b> <b>SUITE 105</b> <b>TALLAHASSEE, FL 32301</b>				<b>7. Name and Address of New Registered Agent</b> Name Street Address (P.O. Box Number is Not Acceptable) City FL Zip Code			
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.							
SIGNATURE <i>Deborah D. Skipper</i> <small>Signature, typed or printed name of registered agent and title if applicable.</small>				<b>Deborah D. Skipper</b> <i>Asst. V. Pres.</i>		DATE <b>2/3/04</b>	
<b>FILE NOW!!! FEE IS \$150.00</b> <b>After May 1, 2004 Fee will be \$550.00</b>				9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/> <b>\$5.00</b> May Be Added to Fees			
<b>10. OFFICERS AND DIRECTORS</b>				<b>11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11</b>			
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PD SCARDINA, RICHARD 2211 SANDERS ROAD NORTHBROOK, IL 60062 <input type="checkbox"/> Delete			TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VD GOLDING, DAVID W 2211 SANDERS ROAD NORTHBROOK, IL 60062 <input type="checkbox"/> Delete			TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VSD FINELY, SARA J 3000 GALLERIA TOWER, SUITE 1000 BIRMINGHAM, AL 35244 <input type="checkbox"/> Delete			TITLE NAME STREET ADDRESS CITY-ST-ZIP	Spelling: Finley 211 Commerce Street, 8th Floor Nashville, TN 37201 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	T ISLEY, CONNIE M 2211 SANDERS RD. NORTHBROOK, IL 60062 <input type="checkbox"/> Delete			TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	CEO FRAZIER, A.D. JR. 2211 SANDERS RD NORTHBROOK, IL 60062 <input type="checkbox"/> Delete			TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>500028171745</b> <input type="checkbox"/> Change <input type="checkbox"/> Addition		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Delete			TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
12. 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 report or supplemental 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 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.							
SIGNATURE: <i>Sara J. Finley</i> <small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR</small>				Date <b>1-28-04</b>		Daytime Phone # <b>615 743 6600</b>	



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 422215 7416132

AUTHORIZATION :

*Patricia Pigott*

COST LIMIT : \$ 150.00

ORDER DATE : February 3, 2004

ORDER TIME : 3:03 PM

ORDER NO. : 422215-015

CUSTOMER NO: 7416132

CUSTOMER: Gina Clark  
Caremark Rx, Inc.  
8th Floor  
211 Commerce St.  
Nashville, TN 37201

ANNUAL REPORT FILING

NAME: CAREMARK INC.

RECEIVED  
04 FEB -3 PM 4:21  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

XX ANNUAL REPORT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - Ext. 2956

EXAMINER'S INITIALS: \_\_\_\_\_