

Document Number

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CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
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Attn: Jeff Netherton

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-09/08/00--01037--016
*****70.00 *****70.00

CORPORATION(S) NAME

ProCare Pharmacy, Inc.

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

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

09/08/00

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3/29/8

DIVISION OF CORPORATION

00 SEP -8 AM 11:11

RECEIVED

00 SEP -8 PM 4:58
DIVISION OF CORPORATION
TALLAHASSEE, FL

**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.*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP -8 PM 1:58

1. ProCare Pharmacy, 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. Rhode Island

(State or country under the law of which it is incorporated)

3. 06-1474598

(FEI number, if applicable)

4. 2/14/97

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. upon qual.

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. One CVS Drive/Legal Dept

Woonsocket RI 02895

(Current mailing address)

8. Mail Order Pharmacy

(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

(Zip code)

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

Patricia A. Canario
PATRICIA A. CANARIO
SPECIAL ASSISTANT SECRETARY

(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 addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: SEE ATTACHED LISTING

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: SEE ATTACHED LISTING

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Melanie Luker

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

14. Melanie K. Luker, Assistant Secretary

(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
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ProCare Pharmacy , Inc.

DIRECTORS

Thomas M. Ryan
Dennis C. Burton
Zenon P. Lankowsky
Lawrence J. Zigerelli

OFFICERS

Thomas M. Ryan	Chairman and Chief Executive Officer
Larry Niederkohr	Executive Vice President/Chief Operating Officer
Dennis C. Burton	President
Timothy L. Martin	Executive Vice President
Zenon P. Lankowsky	Vice President and Secretary
Francis J. Hall	Vice President
Robert E. Nault	Vice President
Peter F. Pecoraio	Vice President
Michael K. Golub	Vice President
Larry D. Solberg	Vice President and Treasurer
Christopher DiIuro	Controller
Joseph P. Couture	Assistant Treasurer
Edward J. Sturgeon	Assistant Treasurer
Thomas S. Moffatt	Assistant Secretary
Diane McMonagle Glass	Assistant Secretary
Timothy E. Kramer	Assistant Secretary
Melanie K. Luker	Assistant Secretary
Linda M. Cimbron	Assistant Secretary
Susanne L. Harrod	Assistant Secretary

Business Address:

One CVS Drive
Woonsocket RI 02895

June 1, 2000

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP -8 PM 1:58

3974 1004



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State

The Office of the Secretary of the State of Rhode Island and Providence Plantations, HEREBY CERTIFIES, that

ProCare Pharmacy, Inc.

a Rhode Island corporation, filed original articles of incorporation in this office on the fourteenth day of February A.D., 1997; and

IT IS FURTHER CERTIFIED that said corporation is now of record and in good standing in this office.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP -8 PM 1:58

SIGNED AND SEALED this eighth day
of August A.D., 2000.

James R Langevin

Secretary of State

BY *Debra Antonelli*

