

CT CORPORATION SYSTEM

F01000002480

CORPORATION(S) NAME

(1) ~~EDC Drugstore Inc.~~

(2) Genoves Drugstores Inc.

(3) ~~ECR Receivables Inc.~~

FILED
01 MAY -8 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
DEPARTMENT OF STATE
INVESTMENT CORPORATIONS
2001 MAY -8 AM 11:10
NO. 00012000
TO / CHANGE / REUSE
SUFFICIENCY OF FILING

<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 _____
W.P. Verifier _____

5/8/01

Order#: 4285002

600004162776--5
-05/08/01--01096--017
*****70.00 *****70.00

Ref#: _____

Amount: \$ _____

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

**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. GENOVESE DRUG STORES, 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

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

3. 11-1556812

(FEI number, if applicable)

4. JUNE 11, 1986

(Date of incorporation)

5. PERPETUAL

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

6. UPON QUALIFICATION

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

7. Tax Dept. A2/1205

6501 Legacy Drive, Plano, TX 75024-3698

(Current mailing address)

8. Sale and purchase of assets

(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

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

Connie Bryan
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: See attached list.

Address: _____

Director: _____

Address: _____

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

President: See attached list.

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. R. H. Richardson

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

14. R. H. Richardson, Assistant Secretary

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

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TALLAHASSEE, FLORIDA

Directors, Officers Report

GENOVESE DRUG STORES, INC.

May 04, 2001

DIRECTORS

R. E. Lewis Director
Primary Address: Eckerd Corporation
8333 Bryan Dairy Road
Largo, FL 33777-1213

C. R. Lotter Director
Primary Address: Executive Offices / Suite #5
J. C. Penney Company, Inc.
P. O. Box 10001
Dallas, TX 75301-0005

D. P. Miller Director
Primary Address: Eckerd Corporation
8333 Bryan Dairy Road
Largo, FL 33777-1213

OFFICERS

J. W. Harris Chairman of the Board and Chief Executive Officer
Primary Address: Eckerd Corporation
8333 Bryan Dairy Road
Largo, FL 33777-1213

D. L. Aston Executive Vice President and Chief Operating Officer
Primary Address: Eckerd Corporation
8333 Bryan Dairy Road
Largo, FL 33777-1213

D. P. Miller Senior Vice President and Chief Financial Officer
Primary Address: Eckerd Corporation
8333 Bryan Dairy Road
Largo, FL 33777-1213

Enzo Cerra Senior Vice President, Merchandising
Primary Address: Eckerd Corporation
8333 Bryan Dairy Road
Largo, FL 33777-1213

R. W. Loeffler Senior Vice President, Store Operations
Primary Address: Eckerd Corporation
8333 Bryan Dairy Road
Largo, FL 33777-1213

F. A. Marasco Senior Vice President, President, Pharmacy Benefit Services and Mail Order
Services of Eckerd Health Services
Primary Address: Thrift Drug, Inc.
620 Epsilon Drive
Pittsburgh, PA 15238

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TALLAHASSEE, FLORIDA

GENOVESE DRUG STORES, INC.

T. M. Nash	Senior Vice President, Real Estate
Primary Address:	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777-1213
C. D. Neel, Jr.	Senior Vice President, Logistics
Primary Address:	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777-1213
K. G. Petersen	Senior Vice President, Information Technology
Primary Address:	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777-1213
J. W. Stettner	Senior Vice President, Store Operations
Primary Address:	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777-1213
G. E. Thompson	Senior Vice President, Pharmacy Services
Primary Address:	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777-1213
J. C. Carey	Vice President, Controller
Primary Address:	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777-1213
R. E. Lewis	Vice President, General Counsel and Secretary
Primary Address:	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777-1213
D. J. Abramo	Vice President, New Business Development
Primary Address:	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777-1213
S. M. Burgess	Vice President, Merchandising
Primary Address:	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777-1213
R. S. Coro	Vice President, Application Development
Primary Address:	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777-1213
J. E. Flynn	Vice President, Pharmacy Administration
Primary Address:	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777-1213
W. L. Ford	Vice President, Loss Prevention
Primary Address:	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777-1213

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GENOVESE DRUG STORES, INC.

M. C. Fridella Vice President, E-Commerce

Primary Address: Eckerd Corporation
8333 Bryan Dairy Road
Largo, FL 33777-1213

J. E. Hombosky Vice President, Mail Order Pharmacy Operations

Primary Address: Eckerd Corporation
8333 Bryan Dairy Road
Largo, FL 33777-1213

D. J. Justiss Vice President, Technical Support Services

Primary Address: Eckerd Corporation
8333 Bryan Dairy Road
Largo, FL 33777-1213

R. J. Kordella Vice President, Pharmacy Benefit Management Operations

Primary Address: Eckerd Corporation
8333 Bryan Dairy Road
Largo, FL 33777-1213

M. S. Lisman Vice President, Planning and Analysis

Primary Address: Eckerd Corporation
8333 Bryan Dairy Road
Largo, FL 33777-1213

M. T. Lops Vice President, Compliance Regulatory Counsel

Primary Address: Eckerd Corporation
8333 Bryan Dairy Road
Largo, FL 33777-1213

L. D. McDonald Vice President, Marketing and Client Services of Eckerd Health Services

Primary Address: TDI Managed Care Services, Inc.
620 Epsilon Drive
Pittsburgh, PA 15238

Everett Moore Vice President, Store Planning and Visual Merchandising

Primary Address: Eckerd Corporation
8333 Bryan Dairy Road
Largo, FL 33777-1213

K. R. O'Leary Vice President, Human Resources

Primary Address: Eckerd Corporation
8333 Bryan Dairy Road
Largo, FL 33777-1213

J. F. O'Neill Vice President, Merchandising

Primary Address: Eckerd Corporation
8333 Bryan Dairy Road
Largo, FL 33777-1213

C. F. Sajeski Vice President, Efficient Consumer Response

Primary Address: Eckerd Corporation
8333 Bryan Dairy Road
Largo, FL 33777-1213

D. B. Sedani Vice President, Pharmacy Operations

Primary Address: Eckerd Corporation
8333 Bryan Dairy Road
Largo, FL 33777-1213

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GENOVESE DRUG STORES, INC.

D. E. Sheasley

Vice President, Merchandise Replenishment

Primary Address: Eckerd Corporation
8333 Bryan Dairy Road
Largo, FL 33777-1213

R. E. Sloan

Vice President, Store Operations

Primary Address: Eckerd Corporation
8333 Bryan Dairy Road
Largo, FL 33777-1213

D. A. Stadtkander

Vice President, Construction

Primary Address: Eckerd Corporation
8333 Bryan Dairy Road
Largo, FL 33777-1213

M. H. Steiner

Vice President, Brand Development and Merchandising Administration

Primary Address: Eckerd Corporation
8333 Bryan Dairy Road
Largo, FL 33777-1213

K. W. Steirly

Vice President, Merchandising

Primary Address: Eckerd Corporation
8333 Bryan Dairy Road
Largo, FL 33777-1213

J. L. Thompson

Vice President, Marketing

Primary Address: Eckerd Corporation
8333 Bryan Dairy Road
Largo, FL 33777-1213

R. S. Verscharen

Vice President, Rx Purchasing and Formulary Management

Primary Address: Eckerd Corporation
8333 Bryan Dairy Road
Largo, FL 33777-1213

Primary Address:

Vice President, Rx Purchasing and Formulary Management

Eckerd Corporation
8333 Bryan Dairy Road
Largo, FL 33777-1213

G. T. Watt

Vice President, Managed Care Sales and Contracts

Primary Address: TDI Managed Care Services, Inc.
620 Epsilon Drive
Pittsburgh, PA 15238

S. A. Messing

Regional Vice President, Real Estate

Primary Address: Eckerd Corporation
8333 Bryan Dairy Road
Largo, FL 33777-1213

R. H. Wasilewski

Regional Vice President, Real Estate

Primary Address: Eckerd Corporation
8333 Bryan Dairy Road
Largo, FL 33777-1213

Timothy Burger

Group Vice President, Northeast Region

Primary Address: Eckerd Corporation
8333 Bryan Dairy Road
Largo, FL 33777-1213

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GENOVESE DRUG STORES, INC.

L. H. Kallestad	Group Vice President, Texas Region
Primary Address:	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777-1213
Allan Patrick	Group Vice President, New York Region
Primary Address:	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777-1213
J. H. Sensabaugh	Group Vice President, Southeast Region
Primary Address:	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777-1213
E. H. Zost	Group Vice President, Florida Region
Primary Address:	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777-1213
M. P. Dastugue	Assistant Treasurer
Primary Address:	J. C. Penney Company, Inc. P.O. Box 10001 Dallas, TX 75301-1304
D. J. Milam	Assistant Treasurer
Primary Address:	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777-1213
F. N. Napoli	Assistant Treasurer
Primary Address:	Finance/Bldg. A-3 J. C. Penney Company, Inc. P. O. Box 10001 Dallas, TX 75301-1304
T. J. Goeglein	Assistant Secretary
Primary Address:	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777-1213
N. J. Menard	Assistant Secretary
Primary Address:	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777-1213
R. H. Richardson	Assistant Secretary
Primary Address:	Legal/Bldg. A1-170 J. C. Penney Company, Inc. P. O. Box 10001 Dallas, TX 75301-1118
J. J. Vawrinek	Assistant Secretary
Primary Address:	Legal/A1-210 J. C. Penney Company, Inc. P. O. Box 10001 Dallas, TX 75301-1115

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GENOVESE DRUG STORES, 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 FOURTH DAY OF MAY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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

FILED
01 MAY -8 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2093444 8300

AUTHENTICATION: 1117300

010217224

DATE: 05-04-01