

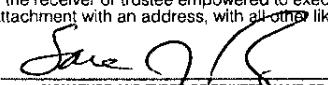


2004 FOR PROFIT CORPORATION ANNUAL REPORT

102

DOCUMENT # F03000002719 1. Entity Name ADVANCEPCS HOLDING CORPORATION						FILED 04 AUG 17 AM 10:03 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
Principal Place of Business 750 WEST JOHN CARPENTER FREEWAY, STE 1200 IRVING, TX 75039				Mailing Address 750 WEST JOHN CARPENTER FREEWAY, STE 1200 IRVING, TX 75039			
2. Principal Place of Business 9501 East Shea Blvd. Suite, Apt. #, etc.		3. Mailing Address 211 Commerce Street Suite, Apt. #, etc. Suite 800					
City & State Scottsdale AZ		City & State Nashville TN		4. FEI Number 94-3040479		Applied For <input type="checkbox"/> Not Applicable	
Zip 85240		Country USA		Zip 37201		Country USA	
5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required				08112004 Chg-P CR2E034 (10/03)			
6. Name and Address of Current Registered Agent CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE, FL 32301-2525				7. Name and Address of New Registered Agent 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 _____ <small>Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE</small>							
FILE NOW!!! FEE IS \$550.00 Due by September 8, 2004				9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/> \$5.00 May Be Added to Fees			
10. OFFICERS AND DIRECTORS				11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11			
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D <input checked="" type="checkbox"/> Delete HALBERT, DAVID D 750 WEST JOHN CARPENTER FREEWAY, STE 1200 IRVING, TX 75039			TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition President + Director Howard A. McLure 211 Commerce Street, Suite 800 Nashville, TN 37201		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D <input checked="" type="checkbox"/> Delete PHILLIPS, T. DANNY 750 WEST JOHN CARPENTER FREEWAY, STE 1200 IRVING, TX 75039			TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition VP, Secretary + Director Sara J. Finley 211 Commerce Street, Suite 800 Nashville, TN 37201		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D <input checked="" type="checkbox"/> Delete JOHANSEN, LAURA I 750 WEST JOHN CARPENTER FREEWAY, STE 1200 IRVING, TX 75039			TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition Treasurer Peter J. Clemens IV 211 Commerce Street, Suite 800 Nashville, TN 37201		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PCEO <input checked="" type="checkbox"/> Delete HALBERT, DAVID E 750 WEST JOHN CARPENTER FREEWAY, STE 1200 IRVING, TX 75039			TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition VP + Director Bradley S. Karro 211 Commerce Street, Suite 800 Nashville, TN 37201		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	EVP <input checked="" type="checkbox"/> Delete PHILLIPS, T. DANNY 750 WEST JOHN CARPENTER FREEWAY, STE 1200 IRVING, TX 75039			TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition 200040266602		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VPS <input checked="" type="checkbox"/> Delete JOHANSEN, LAURA I 750 WEST JOHN CARPENTER FREEWAY, STE 1200 IRVING, TX 75039			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: 				Sara J. Finley			
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR				Date 8-11-04 Daytime Phone # 615 743 6600			



CORPORATION SERVICE COMPANY'

ACCOUNT NO. : 072100000032

REFERENCE : 851091 7416132

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 550.00

ORDER DATE : August 17, 2004

ORDER TIME : 3:07 PM

ORDER NO. : 851091-035

CUSTOMER NO: 7416132

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

ANNUAL REPORT FILING

NAME: ADVANCEPCS HOLDING CORPORATION

RECEIVED
04 AUG 17 PM 4:12
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: Darlene Ward-EXT#2935

EXAMINER'S INITIALS: _____