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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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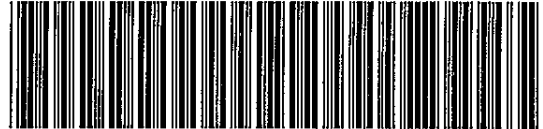
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

BK



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 309091 4302990
AUTHORIZATION : *Patricia Pignato*
COST LIMIT : \$ 78.75

03 NOV -8 PM 1:12
FILED
FALLANDER, CALIFORNIA

ORDER DATE : November 5, 2003
ORDER TIME : 10:06 AM
ORDER NO. : 309091-025
CUSTOMER NO: 4302990
CUSTOMER: Ms. Vicky Phelps
Latham & Watkins, LLP
Suite 4000
633 West Fifth Street
Los Angeles, CA 90071

FOREIGN FILINGS

NAME: SMC RX, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: _____

**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. SMC Rx, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

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

3. 94-3022728

(FEI number, if applicable)

4. August 21, 1986

(Date of incorporation)

5. perpetual

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

6. Upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 5918 Stoneridge Mall Road, Pleasanton, CA 94588

(Principal office address)

5918 Stoneridge Mall Road, Pleasanton, CA 94588

(Current mailing address)

8. Pharmacy benefit management and activities related thereto

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)


, Florida 32301

(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.

Corporation Service Company



(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

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. 

(Signature of Director or Officer listed in number 12 of the application)

14. Bradley S. Fox, Vice President

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

RIDER

SMC RX, INC.

List of Directors and Officers

I. DIRECTORS

<u>Name</u>	<u>Address</u>
Bradley S. Fox	5918 Stoneridge Mall Road Pleasanton, CA 94588
Robert A. Gordon	5918 Stoneridge Mall Road Pleasanton, CA 94588
Vasant M. Prabhu	5918 Stoneridge Mall Road Pleasanton, CA 94588

II. OFFICERS

<u>Name</u>	<u>Title</u>	<u>Address</u>
Merle Jarvill	President	4535 Missouri Flat Road Suite 200 Placerville, CA 95667
Bradley S. Fox	Vice President and Treasurer	5918 Stoneridge Mall Road Pleasanton, CA 94588
Robert A. Gordon	Vice President and Secretary	5918 Stoneridge Mall Road Pleasanton, CA 94588
Linda C. Sayler	Assistant Vice President and Assistant Secretary	5918 Stoneridge Mall Road Pleasanton, CA 94588
Dennis M. Stokely	Assistant Vice President and Assistant Secretary	5918 Stoneridge Mall Road Pleasanton, CA 94588
Robin H. Knight	Assistant Vice President and Assistant Secretary	5918 Stoneridge Mall Road Pleasanton, CA 94588

Delaware

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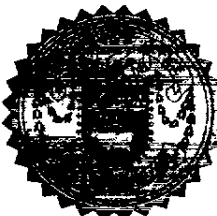
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SMC RX, 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 TWENTY-FOURTH DAY OF OCTOBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SMC RX, INC." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF AUGUST, A.D. 1986.

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

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2099524 8300

AUTHENTICATION: 2709106

030683763

DATE: 10-24-03