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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 809565 7416132
AUTHORIZATION : *Patricia Pizute*
COST LIMIT : \$ 78.75

FILED
04 JUL 19 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : July 19, 2004
ORDER TIME : 1:26 PM
ORDER NO. : 809565-005
CUSTOMER NO: 7416132
CUSTOMER: Gina R. Clark
Caremark Rx, Inc.
8th Floor
211 Commerce St.
Nashville, TN 37201

FOREIGN FILINGS

NAME: THERACOM, 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: Sara Lea -- EXT# 2914

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.

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1. TheraCom, 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. Ohio 3. 52-2005869
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 6, 1996 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon filing
(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. 9717 Key West Avenue, Rockville, MD 20850
(Principal office address)
211 Commerce Street, 8th Floor, Nashville, Tennessee 37201
(Current mailing address)

8. specialty pharmacy and specialty wholesale operations
(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, Florida 32301
(City) (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 **Cynthia L. Harris**
Cynthia L. Harris as its agent
(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: _____

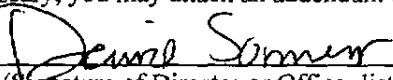
Secretary: _____

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. Denise Sommer, Assistant Corporate Secretary
(Typed or printed name and capacity of person signing application)

TheraCom, Inc. Officers & Directors

Directors: Howard A. McLure
Sara J. Finley
Bradley S. Karro

Officers: **Howard A. McLure**
President
211 Commerce Street, 8th Floor
Nashville, TN 37201

Sara J. Finley
Vice President and Secretary
211 Commerce Street, Suite 800
Nashville, TN 37201

Bradley S. Karro
Vice President
211 Commerce Street, Suite 800
Nashville, TN 37201

Peter J. Clemens IV
Treasurer
211 Commerce Street, Suite 800
Nashville, TN 37201

**United States of America
State of Ohio
Office of the Secretary of State**

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show THERACOM, INC., an Ohio corporation, Charter No. 934236, having its principal location in Cleveland, County of Cuyahoga, was incorporated on March 06, 1996 and is currently in GOOD STANDING upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 19th day of July, A.D. 2004*

J. Kenneth Blackwell

Ohio Secretary of State