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Florida Department of State
Division of Corporations
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Account Number : I20000000195
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FOREIGN PROFIT/NONPROFIT CORPORATION

WALGREENS-OPTIONCARE, INC.

EP 1/30/09

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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. Walgreens-OptionCare, 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. Kentucky 3. 61-1249170
 (State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10/28/1993 5. perpetual
 (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. N/A
 (Date first transacted business in Florida, if prior to registration)
 (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 485 Half Day Road, Suite 300, Buffalo Grove, IL 60089-8806
 (Principal office address)
- 485 Half Day Road, Suite 300, Buffalo Grove, IL 60089-8806
 (Current mailing address)

8. home infusion 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: (F.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street
Tallahassee, Florida 32301
 (City) (Zip code)

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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

By: Sue G. Knight
 (Registered agent's signature)

Sue G. Knight
 as its agent

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: Paul Mastrapa

Address: 485 Half Day Road, Suite 300
Buffalo Grove, IL 60089-8806

Vice Chairman: Lori Zsitek

Address: 485 Half Day Road, Suite 300
Buffalo Grove, IL 60089-8806

Director: Joseph Bonaccorsi

Address: 485 Half Day Road, Suite 300
Buffalo Grove, IL 60089-8806

Director: _____

Address: _____

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B. OFFICERS

President: Paul Mastrapa

Address: 485 Half Day Road, Suite 300
Buffalo Grove, IL 60089-8806

Vice President: Lori Zsitek

Address: 485 Half Day Road, Suite 300
Buffalo Grove, IL 60089-8806

Secretary: Joseph Bonaccorsi

Address: 485 Half Day Road, Suite 300, Buffalo Grove, IL 60089-8806

Treasurer: Margarita Kellen

Address: 104 Wilmot Road, MS 1435, Deerfield, IL 60015-4620

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

13. _____

J Bonaccorsi

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

14. Joseph Bonaccorsi, Secretary and Director

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

**Commonwealth of Kentucky
Trey Grayson, Secretary of State**

1/29/2009

Division of Corporations
Business Filings

P. O. Box 718
Frankfort, KY 40602
(502) 564-2848
<http://www.sos.ky.gov>

Certificate of Existence

Authentication Number: 75869
Jurisdiction: Florida
Visit <http://apps.sos.ky.gov/business/obdb/certvalidate.aspx> to authenticate this certificate.

I, Trey Grayson, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

WALGREENS-OPTIONCARE, INC.

is a corporation duly incorporated and existing under KRS Chapter 271B, whose date of incorporation is October 28, 1993 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 271B.16-220 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 29th day of January, 2009.

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TALLAHASSEE, FLORIDA

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T. Grayson

Trey Grayson
Secretary of State
Commonwealth of Kentucky
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