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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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647-
W13000067009



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1/6/14

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Walgreens of North Carolina, Inc.
Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Michelle Mazzenga
Name of Person
Walgreens of North Carolina, Inc.
Firm/Company
PO Box 377
Address
Deerfield, IL 60015
City/State and Zip code
michelle.mazzenga@walgreens.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michelle Mazzenga at (847) 527-4672
Name of Person Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 9, 2013

MICHELLE MAZZENGA
POST OFFICE BOX 377
DEERFIELD, IL 60015

SUBJECT: WALGREENS OF NORTH CAROLINA, INC.
Ref. Number: W13000067009

We have received your document for WALGREENS OF NORTH CAROLINA, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

If you have any further questions concerning your document, please call (850) 245-6052.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 913A00027918

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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 of North Carolina, 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. DE 3. 90-1014905
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 9/16/13 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 108 Wilmot Rd. Deerfield, IL 60015
(Principal office address)

PO Box 377 Deerfield, IL 60015
(Current mailing address)

8. pharmacy services
(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 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: Susan Euston, Asst. Sec.
(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:

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A. DIRECTORS

Chairman: please see attached

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Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: please see attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

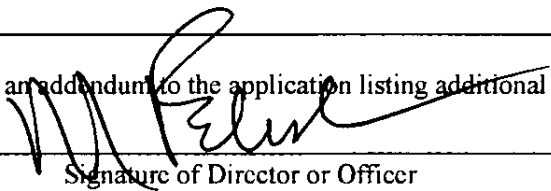
Address: _____

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

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Michael Felish

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

**OFFICERS AND DIRECTORS
WALGREENS OF NORTH CAROLINA, INC.**

TITLE	NAME	CORPORATE ADDRESS
President	Mark A. Wagner	108 Wilmot Road Deerfield, IL 60015-4614
Treasurer	Jason M. Dubinsky	108 Wilmot Road Deerfield, IL 60015-4614
Secretary and Vice President	Robert M. Silverman	108 Wilmot Road Deerfield, IL 60015-4614
Vice President	Kermit R. Crawford	108 Wilmot Road Deerfield, IL 60015-4614
Senior Vice President	Robert G. Zimmerman	108 Wilmot Road Deerfield, IL 60015-4614
Vice President	John A. Mann	108 Wilmot Road Deerfield, IL 60015-4614
Vice President	Rick J. Hans	108 Wilmot Road Deerfield, IL 60015-4614
Vice President	Richard N. Steiner	108 Wilmot Road Deerfield, IL 60015-4614
Vice President and Assistant Secretary	Joseph H. Greenberg	108 Wilmot Road Deerfield, IL 60015-4614
Vice President	Mark E. Vainisi	108 Wilmot Road Deerfield, IL 60015-4614
Assistant Treasurer	Michael D. Felish	108 Wilmot Road Deerfield, IL 60015-4614

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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WALGREENS OF NORTH CAROLINA, 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-THIRD DAY OF DECEMBER, A.D. 2013.

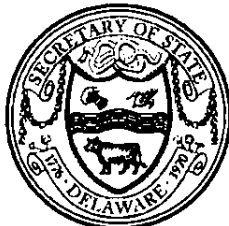
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WALGREENS OF NORTH CAROLINA, INC." WAS INCORPORATED ON THE SIXTH DAY OF SEPTEMBER, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1007485

DATE: 12-23-13