



THE UNITED STATES
CORPORATION
COMPANY

F960000000770

ACCOUNT NO. : 072100000032

REFERENCE : 373775 4390339

AUTHORIZATION : Patricia Kuyt

COST LIMIT : \$ 35.00

ORDER DATE : September 14, 1999

ORDER TIME : 2:26 PM

ORDER NO. : 373775-030

CUSTOMER NO: 4390339

CUSTOMER: Ms. Danielle Bayer
Medpartners, Inc.
3000 Galleria Tower
Suite 1000
Birmingham, AL 35244

200002989172--6

Name
Change
Amend

FOREIGN FILINGS

NAME: MEDPARTNERS, INC.

XX PROFIT
XXXX AMENDMENT

XX CORPORATE

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

FILED
99 SEP 16 PM 5:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 SEP 16 PM 3:12
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DDR
9/16/99

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
99 SEP 18 PM 5:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. MedPartners, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware
Incorporated under laws of
3. February 15, 1999
Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

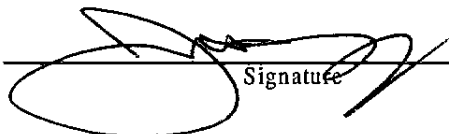
4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? SEPTEMBER 10, 1999
5. Caremark Rx, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction



Signature

James H. Dickerson, Jr.
Typed or printed name

September 10th, 1999
Date

EVP & CFO
Title

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "MEDPARTNERS, INC.", FILED A CERTIFICATE OF OWNERSHIP, CHANGING ITS NAME TO "CAREMARK RX, INC.", THE TENTH DAY OF SEPTEMBER, A.D. 1999, AT 2 O'CLOCK P.M.

2533174 8320

991384477

9970097

09-15-99



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: