

Florida Department of State
Division of Corporations
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BASIC AMENDMENT

MEDPARTNERS ACQUISITION CORPORATION

Certificate of Status	0
Certified Copy	0
Page Count	55
Estimated Charge	\$35.00

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 20, 2004

MEDPARTNERS ACQUISITION CORPORATION
211 COMMERCE STREET
8TH FLOOR
NASHVILLE, TN 37201

SUBJECT: MEDPARTNERS ACQUISITION CORPORATION
REF: F96000006900

RESUBMIT
Please give original
submission date as file date.

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

In order to complete your request, you must submit an application by foreign profit corporation to file amendment to application for authorization to transact business in Florida.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6027.

Michelle Milligan
Document Specialist

FAX And. #: HD4000149518
Letter Number: 404A00045937

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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)

F96000006900
(Document number of corporation (if known))

1. MedPartners Acquisition Corporation
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. 12/31/96
(Incorporated under laws of) (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? February 10, 2004

5. Caremark Advantage, 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)

n/a
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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

n/a
(New duration)

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

n/a
(New jurisdiction)

Sara J. Finley
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Sara J. Finley
(Typed or printed name of person signing)

July 19, 2004
(Date)

VP and Secretary
(Title of person signing)

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TALLAHASSEE, FLORIDA

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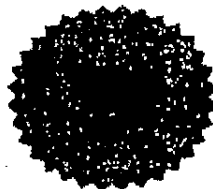
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MEDPARTNERS ACQUISITION CORPORATION", CHANGING ITS NAME FROM "MEDPARTNERS ACQUISITION CORPORATION" TO "CAREMARK ADVANTAGE, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF FEBRUARY, A.D. 2004, AT 10:35 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2921648

DATE: 02-10-04

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State of Delaware
Secretary of State
Division of Corporations
Delivered 10:32 AM 02/10/2004
FILED 10:35 AM 02/10/2004
SRV 040090813 - 2501528 FILE

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION

Medpartners Acquisition Corporation

a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of

Medpartners Acquisition Corporation

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered " Article I " so that, as amended, said Article shall be and read as follows:

The name of the corporation (hereinafter called the "Corporation") is Caremark Advantage, Inc.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said Corporation

has caused this certificate to be signed by

Irene Graves an Authorized Officer,
this 9th day of February, 2004.

By: Irene Graves
Authorized Officer

Title: Assistant Secretary

Name: Irene Graves
Print or Type

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