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m07000004029

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

Caremark, L.L.C.

Certificate of Status	0
Certified Copy	0
Page Count	11
Estimated Charge	\$50.00

D. BRUCE
SEP 28 2009
EXAMINER

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Help

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Express Pharmacy Services of FL, L.L.C.	Florida	limited liability company

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SECOND: The exact name, form/entity type, and jurisdiction of the surviving party as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Caremark, L.L.C.	California	limited liability company

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THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

EFFECTIVE DATE 10/1/09

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

October 1, 2009 at 12:01 a.m.

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

c/o CVS Pharmacy, Inc., One CVS Drive,

Woonsocket, Rhode Island 02895

Attention: General Counsel

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: N/A

Mailing address: N/A

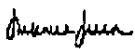
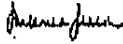
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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
EXPRESS PHARMACY SERVICES OF FL, L.L.C. By: Caremark Rx, L.L.C., its Sole Member By: CVS Pharmacy, Inc., its Sole Member		Melanie K. Luker, Assistant Secretary
CAREMARK, L.L.C. By: Caremark Rx, L.L.C., its Sole Member By: CVS Pharmacy, Inc., its Sole Member		Melanie K. Luker, Assistant Secretary

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

Certified Copy (optional): \$30.00

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PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Express Pharmacy Services of FL, L.L.C.	Florida	limited liability company
_____	_____	_____
_____	_____	_____
_____	_____	_____

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Caremark, L.L.C.	California	limited liability company

THIRD: The terms and conditions of the merger are as follows:

SEE EXHIBIT A ATTACHED HERETO

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(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

SEE EXHIBIT A ATTACHED HERETO

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

SEE EXHIBIT A ATTACHED HERETO

(Attach additional sheet if necessary)

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FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

NONE

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

NONE

(Attach additional sheet if necessary)

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AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (the "Agreement") dated as of the 21st day of September, 2009 between CAREMARK, L.L.C., a California limited liability company (the "Surviving Company"), and EXPRESS PHARMACY SERVICES OF FL, L.L.C., a Florida limited liability company (the "Merged Company") (hereinafter the Merged Company and the Surviving Company are collectively referred to as the "Constituent Entities").

WITNESSETH:

WHEREAS, the Surviving Company is duly organized and existing under the laws of the State of California and is disregarded as an entity separate from its owner under Internal Revenue Regulation Section 301.7701-3; and

WHEREAS, Caremark Rx, L.L.C. (the "Sole Member") holds one hundred percent (100%) of the membership interests of the Surviving Company; and

WHEREAS, the Merged Company is duly organized and existing under the laws of the State of Florida and is disregarded as an entity separate from its owner under Internal Revenue Regulation Section 301.7701-3; and

WHEREAS, the Sole Member holds one hundred percent (100%) of the membership interests of the Merged Company; and

WHEREAS, the Sole Member, as sole member of the Merged Company and as sole member of the Surviving Company, deems it advisable and in the best interests of the respective Constituent Entities and their respective sole members that the Merged Company be merged with and into the Surviving Company under and pursuant to Section 608.438 of the Florida Limited Liability Company Act and Section 17555 of the California Limited Liability Company Act, in a transaction that is without federal income tax consequences.

NOW, THEREFORE, in consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the Constituent Entities agree as follows:

1. Merger. The Merged Company shall merge with and into the Surviving Company, which shall be the surviving company, in a transaction that is without federal income tax consequences.

2. Terms and Conditions. At the Effective Time (as defined below) of the merger, the separate existence of the Merged Company shall cease, and the Surviving Company shall succeed to all the rights, privileges, immunities, licenses and franchises, and all the property, real, personal and mixed, of the Merged Company, without the necessity for any separate transfers. The Surviving Company shall thereafter be responsible and liable for all liabilities and

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obligations of the Merged Company, and neither the rights of creditors nor any liens on the property of the Merged Company shall be impaired by the merger.

3. Conversion of Membership Interests. The manner and basis of converting the membership interests of the Merged Company into membership interests of the Surviving Company are as follows:

(a) All of the membership interests of the Merged Company outstanding at the Effective Time of the merger shall be canceled, and no payment shall be made to the holder thereof with respect thereto.

(b) All of the membership interests of the Surviving Company outstanding at the Effective Time of the merger shall remain outstanding.

4. Articles of Organization. The Articles of Organization of the Surviving Company, as in effect at the Effective Time of the merger, shall be unchanged and shall continue to be the Articles of Organization of said Surviving Company following the Effective Time of the merger, until further amended and changed pursuant to the provisions of the California Limited Liability Company Act.

5. Purposes of Surviving Company. The purposes set forth in the Articles of Organization and Operating Agreement of the Surviving Company, as in effect at the Effective Time of the merger, shall continue in full force and effect as the purposes of the Surviving Company following the Effective Time of the merger.

6. Operating Agreement of Surviving Company. The Operating Agreement of the Surviving Company, as in effect at the Effective Time of the merger, shall continue to be its Operating Agreement following the Effective Time of the merger.

7. Officers. The officers of the Surviving Company at the Effective Time of the merger shall continue as the officers of the Surviving Company following the merger for the full and unexpired terms of their offices and until their successors have been duly elected and appointed.

8. Approvals. This Agreement requires the approval of the sole member of the Merged Company in accordance with the provisions of Section 608.4381 of the Florida Limited Liability Company Act and the approval of the sole member of the Surviving Company in accordance with the provisions of Section 17551 of the California Limited Liability Company Act, which approvals have been obtained.

9. Effective Time of the Merger.

(a) This Agreement and the merger shall become effective at 12:01 a.m. on October 1, 2009 (the "Effective Time").

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(b) The legal identity, existence, purposes, powers, objects, franchises, rights and immunities of the Surviving Company shall continue unaffected and unimpaired by the merger hereby provided for; and the corporate identity, existence, purposes, powers, objects, franchises, rights, and immunities of the Merged Company shall be continued in and merged into the Surviving Company and the Surviving Company shall be fully vested therewith.

10. Governing Law. This Agreement shall be construed in accordance with and governed by the laws of the State of California and, insofar as applicable, by the merger provisions of the Florida Limited Liability Company Act.

11. Counterparts, Effectiveness. This Agreement may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument. This Agreement shall become effective when each party hereto shall have received counterparts hereof signed by all of the other parties hereto.

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IN WITNESS WHEREOF, each of the Constituent Entities, pursuant to authority duly granted by the respective sole members of the Constituent Entities, has caused this Agreement to be executed by its duly authorized officers.

ATTEST:

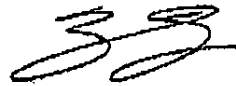
CAREMARK, L.L.C.
(a California limited liability company)

By: Caremark Rx, L.L.C.,
its Sole Member

By: CVS Pharmacy, Inc.,
its Sole Member



Name: Thomas S. Moffatt
Title: Assistant Secretary



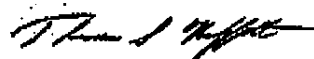
By: _____
Name: Zenon P. Lankowsky
Title: Vice President

ATTEST:

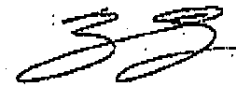
EXPRESS PHARMACY SERVICES
OF FL, L.L.C.
(a Florida limited liability company)

By: Caremark Rx, L.L.C.,
its Sole Member

By: CVS Pharmacy, Inc.,
its Sole Member



Name: Thomas S. Moffatt
Title: Assistant Secretary



By: _____
Name: Zenon P. Lankowsky
Title: Vice President

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[Signature Page to Agreement and Plan of Merger for
the merger of Express Pharmacy Services of FL, L.L.C.
with and into Caremark, L.L.C.]