2011 LIMITED LIABILITY COMPANY ANNUAL REPORT

FILED
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Secretary of State

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Entity Name: PROCARE PHARMACY DIRECT, L.L.C.

Current Principal Place of Business:

ONE CVS DRIVE
WOONSOCKET, RI 02895 US

New Principal Place of Business:

Current Mailing Address:

ONE CVS DRIVE
LEGAL DEPT
WOONSOCKET, RI 02895 US

New Mailing Address:

FEI Number: 05-0504251 **FEI Number Applied For ( )** **FEI Number Not Applicable ( )** **Certificate of Status Desired ( )**

Name and Address of Current Registered Agent:

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION, FL 33324 US

Name and Address of New Registered Agent:

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE: _____

Electronic Signature of Registered Agent Date

MANAGING MEMBERS/MANAGERS:

Title: MGRM
Name: CAREMARK RX, L.L.C.
Address: ONE CVS DRIVE
City-St-Zip: WOONSOCKET, RI 02895 US

Title: AS
Name: LUKER, MELANIE K
Address: ONE CVS DRIVE
City-St-Zip: WOONSOCKET, RI 02895

Title: P
Name: BORATTO, EVA
Address: 2211 SANDERS ROAD
City-St-Zip: NORTHBROOK, IL 60062

Title: S
Name: HANKINS, SARA
Address: 2211 SANDERS ROAD
City-St-Zip: NORTHBROOK, IL 60062

Title: T
Name: WACHSMAN, LESLIE
Address: 2211 SANDERS ROAD
City-St-Zip: NORTHBROOK, IL 60062

Title: AS
Name: LUKER, MELANIE K
Address: ONE CVS DRIVE
City-St-Zip: WOONSOCKET, RI 02895

I hereby certify that the information indicated on this report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statues.

SIGNATURE: MELANIE K LUKER AS 04/11/2011

Electronic Signature of Signing Managing Member, Manager, or Authorized Representative / Date