


File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998	 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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FILING FEE \$ 188.75	Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1. Name and Mailing Address of Limited Liability Company	DOCUMENT # M96000000458
MERCK-MEDCO MANAGED CARE, L.L.C. MERCK & CO., INC. ONE MERCK DRIVE, W52F96 WHITEHOUSE STATION NJ 08889-0100	

2. Principal Place of Business	2a. Mailing Address
Suite, Apt. #, etc.	Suite, Apt. #, etc.
City & State	City & State
Zip	Country

1a. Principal Place of Business Address
100 SUMMIT AVENUE MONTVALE NJ 07645

3. Date Organized or Qualified	3a. State of Formation
11/20/1996	DE
4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
22-3461740	
5. Date of Last Report	6. Certificate of Status Desired
06/10/1997	\$8.75 Additional Fee Required <input type="checkbox"/>

7. Name and Address of Current Registered Agent
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324

8. Name and Address of New Registered Agent/Office
Name
Street Address (P.O. Box Number is Not Acceptable)
900002514789--4
Suite, Apt. #, etc.
05/07/98--01014--011
****188.75 ****188.75
City
FL
Zip Code

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE _____ DATE _____
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	DORSA, CAROLINE	ONE MERCK DRIVE	WHITEHOUSE STATION N
MGR	KANTER, CARL I	100 SUMMIT AVENUE	MONTVALE NJ
MGR	WEINSTEIN, BERT I	100 SUMMIT AVENUE	MONTVALE NJ
MGR	VALESIO, JOSEPH V	100 SUMMIT AVENUE	MONTVALE NJ
MGR	MCGOVERN, ROBERT	ONE MERCK DRIVE	WHITEHOUSE STATION N
MGR	FINDLING, MICHAEL N	ONE MERCK DRIVE	WHITEHOUSE STATION N

11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my 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 Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: Michael Findling 4/28/98 908-423-1000
SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #