

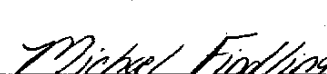


File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998		 FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS	
<b>FILING FEE</b> Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee \$ 188.75 Make Check Payable To: FLORIDA DEPARTMENT OF STATE			
1. Name and Mailing Address of Limited Liability Company  <b>PAID PRESCRIPTIONS, L.L.C. C/O MERCK &amp; CO., INC. ONE MERCK DRIVE, W52F96 WHITEHOUSE STATION NJ 08889-0100</b>		<b>DOCUMENT #</b> M96000000459  98-AR CM	
2. Principal Place of Business  Suite, Apt. #, etc.  City & State  Zip Country		1a. Principal Place of Business Address  100 SUMMIT AVENUE MONTVALE NJ 07645  3. Date Organized or Qualified 11/20/1996 3a. State of Formation NV 4. FEI Number 22-3461737 5. Date of Last Report 06/10/1997 6. Certificate of Status Desired \$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) 4000002516644--4 Suite, Apt. #, etc. -05/08/98--01016--014 ***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 _____ (Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating) _____ DATE _____			
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 AVE.	MONTVALE NJ
MGR	WEINSTEIN, BERT I	5373 SOUTH ARVILLE	LAS VEGAS NV
MGR	APKER, THOMAS	5373 SOUTH ARVILLE	LAS VEGAS NV
MGR	MCGOVERN, ROBERT	ONE MERCK DRIVE	WHITEHOUSE STATION N
MGR	FIXDLING, MICHAEL	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) (f), 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:   4/28/98 908 423-1000 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #			