

Filing and License Fee: \$310.00 minimum

ID Number: 136938



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State Matthew A. Brown
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

**APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)**

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the state of Rhode Island, and for that purpose submits the following statement:

- 1. The name of the corporation is CVS Vanguard, Inc.
- 2. It is incorporated under the laws of Minnesota
- 3. The name, if different, which it elects to use in Rhode Island is:
 - (a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*
 - _____
 - (b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*
 - _____
- 4. The date of its incorporation is 10-9-89 and the period of its duration is perpetual
- 5. The address of its principal office in the state or country under the laws of which it is incorporated is One CVS Drive, Woonsocket RI 02895
- 6. The address of its proposed registered office in Rhode Island is 10 Weybossett Street
(Street Address, not P.O. Box)
Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is CT Corporation System
(Name of Agent)
- 7. The specific purpose or purposes, which it proposes to pursue in the transaction of business in Rhode Island are:
retail pharmacy sales, related activities and any other lawful business or activity permitted.

8. The names and respective addresses of the directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	<u>see attached</u>	_____
Director	_____	_____
President	_____	_____
Vice President	<u>10, 111 ST 7 1107</u>	_____
Treasurer	_____	_____
Secretary	_____	_____

STATE OF RHODE ISLAND
OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903-1335

FILED
JAN 02 2004
BY [Signature] 15570

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
100	common		no par value

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
100	common		no par value

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 43,606,295.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 691,929,858.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 17,573,867.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 2.5 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: 12-19-03

CVS Vanguard, Inc
 Print Exact Name of Corporation Making Application

By _____
 President or Vice President (check one)

By Melanie K. Luker AND _____
 Secretary or Assistant Secretary (check one)

STATE OF Rhode Island
 COUNTY OF Providence

In Woonsocket, on this 19th day of Dec., 2003, before me personally appeared Zeron P. Lankowsky / Melanie K. Luker who, being duly sworn, declared that he/she is the Vice Pres. / Asst Secy. of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Joyce Willis
 State of Rhode Island
 My Commission Expires 09/29/07

Joyce Willis
 Notary Public
 My Commission Expires: 9-29-2007

CVS VANGUARD, INC.
DIRECTORS AND CORPORATE OFFICERS
Business Address: One CVS Drive, Woonsocket RI 02895

DIRECTOR/PRESIDENT

Christopher W. Bodine
One CVS Drive, Woonsocket, RI 02895
Home: 159 Beechwood Drive Cranston, RI 02921
SSN: 422-76-8057

DIRECTOR/VICE PRESIDENT

Zenon P. Lankowsky
One CVS Drive, Woonsocket, RI 02895
Home: 4 Francis Farm Road, Harrisville, RI 02830
SSN: 085-48-2965

DIRECTOR/VICE PRESIDENT

Christine L. Egan
One CVS Drive, Woonsocket, RI 02895
Home: 2 Brier Court, E. Greenwich, RI 02818
SSN: 034-38-1147

VICE PRESIDENT

Nancy R. Christal
670 White Plains Road, Scarsdale, NY 10583
Home: 15 Rockinghorse Trail, Rye Brook, NY 10573
SSN: 051-42-6722

TREASURER

Larry D. Solberg
One CVS Drive, Woonsocket, RI 02895
Home: 228 Freeman Parkway, Providence RI 02906
SSN: 469-52-9147

SECRETARY

Thomas S. Moffatt
One CVS Drive, Woonsocket, RI 02895
Home: 29 Homestead Circle, Kingston, RI 02881
SSN: 032-56-1308

ASSISTANT SECRETARY

Melanie K. Luker
One CVS Drive, Woonsocket, RI 02895
Home: 40 Poppy Drive, Cranston RI 02920
SSN: 038-40-9380

State of Minnesota

1120

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: Articles of Incorporation, duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

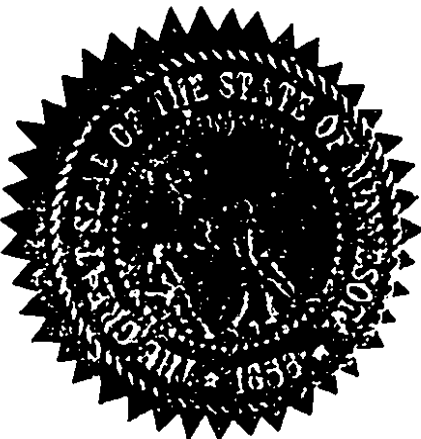
This corporation is now legally organized under the laws of Minnesota.

Corporate Name: CVS H.C., INC.

Corporate Charter Number: 6L-345

Chapter Formed Under: 302A

This certificate has been issued on 10/09/1989.



Joan Anderson Grove
Secretary of State.