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ID Number: 143236



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)

RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV.  
SEP 23 11 11 AM '04

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 Medco Health Solutions, Inc.  
2 It is incorporated under the laws of Delaware

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:*  
MHS Administrators of Rhode Island, Inc.

4 The date of its incorporation is 5/21/02 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 C/O The Corporation Trust Company 1209 Orange St., Wilmington, Delaware 19801

6 The address of its proposed registered office in Rhode Island is 10 Weybosset 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 C T 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:  
Managed Healthcare Services

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

	<u>Name</u>	<u>Address</u>
Director	<u>Sec Attached List</u>	
Director		
President	<u>David B. Snow, Jr.</u>	<u>100 Parsons Pond Dr., Franklin Lakes, NJ 07417</u>
Vice President	<u>Peter M. Sherman</u>	<u>100 Parsons Pond Dr., Franklin Lakes, NJ 07417</u>
Treasurer	<u>Walter Hosp</u>	<u>100 Parsons Pond Dr., Franklin Lakes, NJ 07417</u>
Secretary	<u>David S. Machlowitz</u>	<u>100 Parsons Pond Dr., Franklin Lakes, NJ 07417</u>

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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

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>1,000,000,000</u>	<u>Common</u>		<u>\$0.01</u>
<u>10,000,000</u>	<u>Preferred</u>		<u>\$0.01</u>

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

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>270,533,539</u>	<u>Common</u>		<u>\$0.01</u>

11 (a) An estimate of the value of all property to be owned by the corporation for the following year wherever located, is \$ 1,199,808,319

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.00

(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 \$ 37,131,362,640

(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 \$ 23,111,583

(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 .0622 % [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 September 16, 2004

Medco Health Solutions, Inc.

Print Exact Name of Corporation Making Application

By

President or  Vice President (check one)

Peter M. Sherman

By

Secretary or  Assistant Secretary (check one)

David S. Machlowitz

STATE OF New Jersey

COUNTY OF Bergen

in Franklin Lakes, on this 16th day of September, 2004, before me personally appeared Peter M. Sherman & David S. Machlowitz who, being duly sworn, declared under oath that he/she is the Vice President & Counsel of the above-named entity and that he/she signed the foregoing as an authorized agent, and that the statements herein contained are true.

Notary Public

SEP 16 2004

ALISA A. WISSE

## **Medco Health Solutions, Inc.**

### **Directors**

Howard W. Barker, Jr.	100 Parsons Pond Drive, Franklin Lakes, NJ
John L. Cassis	100 Parsons Pond Drive, Franklin Lakes, NJ
Michael Goldstein	100 Parsons Pond Drive, Franklin Lakes, NJ
Lawrence S. Lewin	100 Parsons Pond Drive, Franklin Lakes, NJ
Edward H. Shortliffe	100 Parsons Pond Drive, Franklin Lakes, NJ
David B. Snow, Jr.	100 Parsons Pond Drive, Franklin Lakes, NJ
Brian L. Strom	100 Parsons Pond Drive, Franklin Lakes, NJ
Blenda J. Wilson	100 Parsons Pond Drive, Franklin Lakes, NJ