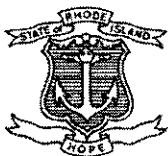


Filing Fee: See Instructions

ID Number: 163542



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

FILED

DEC 18 2007

By AMF

3:45

ARTICLES OF MERGER OR CONSOLIDATION INTO

ProCare Pharmacy, L.L.C.

(Insert full name of surviving or new entity on this line.)

11-44794

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the General Laws of Rhode Island, 1956, as amended, the undersigned entities submit the following Articles of ☒ Merger or ☐ Consolidation (**check one box only**) for the purpose of merging or consolidating them into one entity.

- a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the state under which each is organized are:

Name of entity	Type of entity	State under which entity is organized
Girard Avenue ProCare Pharmacy, Inc.	business corporation	Pennsylvania
Philadelphia ProCare, Inc.	business corporation	Pennsylvania
ProCare Pharmacy Spruce Street, Inc.	business corporation	Pennsylvania
ProCare Pharmacy, L.L.C.	limited liability company	Rhode Island

- b. The laws of the state under which each entity is organized permit such merger or consolidation.

- c. The full name of the surviving or new entity is ProCare Pharmacy, L.L.C.

which is to be governed by the laws of the state of Rhode Island

- d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (**Attach Plan of Merger or Consolidation**)

- e. If the surviving entity's name has been amended via the merger, please state the new name:

N/A

- f. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:

N/A

- g. These Articles of Merger or Consolidation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing December 30, 2007 at 12:01 a.m.

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.2 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

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b. Complete the following subparagraphs i and ii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is _____

ii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation (such date shall not be less than 30 days from the date of filing) _____

c. As required by Section 7-1.2-1003 of the General Laws, the corporation has paid all fees and franchise taxes.

.....
SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

.....
SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

- a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:

- b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

.....
SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.

PROCARE PHARMACY, L.L.C.

Bv: Caremark Rx, L.L.C., Its Sole Member
By: CVS Pharmacy, Inc., Its Sole Member

Print Entity Name

By: Melanie K. Luker **Melanie K. Luker, Assistant Secretary**
Name of person signing Title of person signing

By: _____
Name of person signing Title of person signing

GIRARD AVENUE PROCARE PHARMACY, INC.

Print Entity Name

By: Melanie K. Luker **Melanie K. Luker, Assistant Secretary**
Name of person signing Title of person signing

By: _____
Name of person signing Title of person signing

- b. Complete the following subparagraphs i and ii only if the merging business corporation is a subsidiary corporation of the surviving corporation.
- i) The name of the subsidiary corporation is _____
- ii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation (such date shall not be less than 30 days from the date of filing) _____

c. As required by Section 7-1.2-1003 of the General Laws, the corporation has paid all fees and franchise taxes.

.....

SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

.....

SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

- a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is: _____
- b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

.....

SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.

PHILADELPHIA PROCARE, INC.

Print Entity Name

By: Melanie K. Luker **Melanie K. Luker, Assistant Secretary**
Name of person signing Title of person signing

By: _____
Name of person signing Title of person signing

PROCARE PHARMACY SPRUCE STREET, INC.

Print Entity Name

By: Melanie K. Luker **Melanie K. Luker, Assistant Secretary**
Name of person signing Title of person signing

By: _____
Name of person signing Title of person signing

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (the "Agreement") dated as of the 30th day of November, 2007 among PROCARE PHARMACY, L.L.C., a Rhode Island limited liability company (the "Surviving Company"), and THE PENNSYLVANIA CORPORATIONS SET FORTH ON EXHIBIT A ATTACHED HERETO (collectively, the "Merged Corporations") (hereinafter the Merged Corporations and the Surviving Company are collectively referred to as the "Constituent Entities").

W I T N E S S E T H:

WHEREAS, the Surviving Company is duly organized and existing under the laws of the State of Rhode Island and is disregarded as an entity separate from its owner under Internal Revenue Regulation Section 301.7701-3; and

WHEREAS, Caremark Rx, L.L.C. (the "Sole Member") holds one hundred percent (100%) of the membership interests of the Surviving Company; and

WHEREAS, the Merged Corporations are duly organized and existing under the laws of the Commonwealth of Pennsylvania; and

WHEREAS, the authorized capital stock, par value and issued shares of the capital stock of the Merged Corporations are set forth on Exhibit A attached hereto; and

WHEREAS, the Surviving Company owns all of the issued and outstanding shares of the Merged Corporations; and

WHEREAS, the respective boards of directors of each of the Merged Corporations and the Sole Member of the Surviving Company deem it advisable and in the best interests of the respective Constituent Entities and their respective sole shareholders and member that the Merged Corporations be merged with and into the Surviving Company under and pursuant to Section 1921 of the Pennsylvania Business Corporation Law of 1988, Section 8956 of the Pennsylvania Limited Liability Company Law of 1994 and Section 7-16-59 of the Rhode Island Limited Liability Company Act, in a transaction treated, for federal income tax purposes only, as a tax-free liquidation of the Merged Corporations into the Surviving Company under Internal Revenue Code Section 332(a).

NOW, THEREFORE, in consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the Constituent Entities agree as follows:

1. Merger. The Merged Corporations shall merge with and into the Surviving Company, which shall be the surviving company, in a transaction treated, for federal income tax purposes only, as a tax-free liquidation of the Merged Corporations into the Surviving Company under Internal Revenue Code Section 332(a).

2. Terms and Conditions. At the Effective Time on the Effective Date (each as defined below) of the merger, the separate existence of the Merged Corporations shall cease, and the Surviving Company shall succeed to all the rights, privileges, immunities, licenses and franchises, and all the property, real, personal and mixed, of the Merged Corporations, without the necessity for any separate transfers. The Surviving Company shall thereafter be responsible and liable for all liabilities and obligations of the Merged Corporations, and neither the rights of creditors nor any liens on the property of the Merged Corporations shall be impaired by the merger.

3. Conversion of Shares and Membership Interests. The manner and basis of converting the shares of the Merged Corporations into membership interests of the Surviving Company are as follows:

(a) Each share of the Common Stock of the Merged Corporations issued and outstanding on the Effective Date of the merger shall be canceled, and no payment shall be made to the holder thereof with respect thereto.

(b) All of the membership interests of the Surviving Company outstanding on the Effective Date of the merger shall remain outstanding.

4. Articles of Organization. The Articles of Organization of the Surviving Company, as in effect on the Effective Date of the merger, shall continue to be the Articles of Organization of said Surviving Company following the Effective Date of the merger, until further amended pursuant to the provisions of the Rhode Island Limited Liability Company Act.

5. Purposes of Surviving Company. The purposes set forth in the Articles of Organization and Operating Agreement of the Surviving Company, as in effect on the Effective Date of the merger, shall continue in full force and effect as the purposes of the Surviving Company following the Effective Date of the merger.

6. Operating Agreement of Surviving Company. The Operating Agreement of the Surviving Company, as in effect on the Effective Date of the merger, shall continue to be its Operating Agreement following the Effective Date of the merger.

7. Officers. The officers of the Surviving Company on the Effective Date of the merger shall continue as the officers of the Surviving Company following the merger for the full and unexpired terms of their offices and until their successors have been duly elected and appointed.

8. Approvals. This Agreement requires the approval of the respective boards of directors and shareholder of each of the Merged Corporations in accordance with the provisions of Section 1924 of the Pennsylvania Business Corporation Law of 1988 and Section 8957 of the Pennsylvania Limited Liability Company Law of 1994 and the approval of the Sole Member of the Surviving Company pursuant to Section 7-16-61 of the Rhode Island Limited Liability Company Act, which approvals have been obtained.

9. Effective Time and Effective Date of the Merger.

(a) This Agreement and the merger shall become effective at 12:01 a.m. (the "Effective Time") on December 30, 2007 (the "Effective Date").

(b) The legal identity, existence, purposes, powers, objects, franchises, rights and immunities of the Surviving Company shall continue unaffected and unimpaired by the merger hereby provided for; and the corporate identity, existence, purposes, powers, objects, franchises, rights, and immunities of the Merged Corporations shall be continued in and merged into the Surviving Company and the Surviving Company shall be fully vested therewith.

10. Governing Law. This Agreement shall be construed in accordance with and governed by the laws of the State of Rhode Island and, insofar as applicable, by the merger provisions of the Pennsylvania Business Corporation Law of 1988 and the Pennsylvania Limited Liability Company Law of 1994.

11. Counterparts, Effectiveness. This Agreement may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument. This Agreement shall become effective when each party hereto shall have received counterparts hereof signed by all of the other parties hereto.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

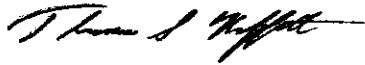
IN WITNESS WHEREOF, each of the Constituent Entities, pursuant to authority duly granted by the directors, the shareholders and the Sole Member of the Constituent Entities, has caused this Agreement to be executed by its duly authorized officers.

ATTEST:

PROCARE PHARMACY, L.L.C.
(a Rhode Island limited liability company)

By: Caremark Rx, L.L.C.,
its Sole Member

By: CVS Pharmacy, Inc.,
its Sole Member



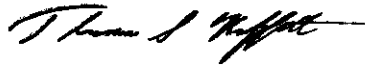
Name: Thomas S. Moffatt
Title: Assistant Secretary



By: _____
Name: Zenon P. Lankowsky
Title: Vice President

ATTEST:

GIRARD AVENUE PROCARE
PHARMACY, INC.
(a Pennsylvania corporation)



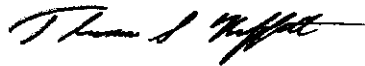
Name: Thomas S. Moffatt
Title: Secretary



By: _____
Name: Zenon P. Lankowsky
Title: President

ATTEST:

PHILADELPHIA PROCARE, INC.
(a Pennsylvania corporation)



Name: Thomas S. Moffatt
Title: Secretary

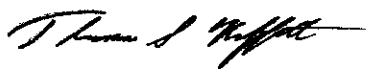


By: _____
Name: Zenon P. Lankowsky
Title: President

**[Signature Page to the Agreement and Plan of Merger for
the merger of the Three (3) Pennsylvania PharmaCare Specialty Retail
Store Corporations into ProCare Pharmacy, L.L.C.]**

ATTEST:

PROCARE PHARMACY
SPRUCE STREET, INC.
(a Pennsylvania corporation)



Name: Thomas S. Moffatt
Title: Secretary



By: _____

Name: Zenon P. Lankowsky
Title: President

**[Signature Page to the Agreement and Plan of Merger for
the merger of the Three (3) Pennsylvania PharmaCare Specialty Retail
Store Corporations into ProCare Pharmacy, L.L.C.]**

EXHIBIT A

LIST OF THE THREE (3) PENNSYLVANIA PHARMACARE
SPECIALTY PHARMACY RETAIL STORE CORPORATIONS
MERGING WITH AND INTO
PROCARE PHARMACY, L.L.C.

Name of Merging Corporation	Store No.	Authorized Shares	Par Value Per Share	Total No. of Issued Shares
Girard Avenue ProCare Pharmacy, Inc.	02553	100	No par value	100
Philadelphia ProCare, Inc.	02670	100	No par value	100
ProCare Pharmacy Spruce Street, Inc.	03213	100	No par value	100