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State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION

Corp. I.D. #

91389

BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is CVS MERGER, INC.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND. The period of its duration is (if perpetual, so state) Perpetual

THIRD. The purpose or purposes for which the corporation is organized are:

To operate a store for the retail sale of prescription drugs, health and beauty aids, patent medicines, cosmetics and hosiery, tobacco products, records, books, greeting cards, wigs, confection and other snacks items, costume jewelry, periodicals, films, and goods, wares, and merchandise of all kinds.

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FOURTH. The aggregate number of shares which the corporation shall have authority to issue is: One hundred, all of which are without par value, and all of one class and are of common shares.

(a) *If only one class:* Total number of shares ..One hundred

(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

or

(b) *If more than one class:* Total number of shares

(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

None

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

None

SEVENTH. The address of the initial registered office of the corporation is Suite 900, 170 Westminster Street, Providence 02903 (add Zip Code)

and the name of its initial registered agent at such address is:

United States Corporation Company

United States Corporation Company

By: John S. Hoenigmann John S. Hoenigmann, Assistant Vice President
Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is three and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
Thomas M. Ryan	One CVS Drive, Woonsocket, RI 02895
Daniel Nelson	One CVS Drive, Woonsocket, RI 02895
Charles Conaway	One CVS Drive, Woonsocket, RI 02895

NINTH. The name and address of each incorporator is:

Name	Address
Janet Budhu	375 Hudson Street, 12th Floor New York, New York, 10014

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

Upon filing

Dated September 11, 1996

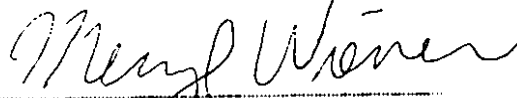
Janet Budhu
Signature of each incorporator

STATE OF New York } In the City
COUNTY OF New York } Town } of New York

in said county this 11th day of September, A.D. 1996

then personally appeared before me Janet Budhu

known to me and known by me to be the party executing the foregoing
instrument, and she acknowledged said instrument by her subscribed to be
her free act and deed.



Notary Public

MERYL WIENER
Notary Public, State of New York
No. 41-4766750
Qualified in Queens County
Certificate Filed in New York County
Commission Expires July 31, 1998

CVS, INC.
ONE CVS DRIVE
WOONSOCKET, RI. 02895

September 16, 1996

Secretary of State
Rhode Island

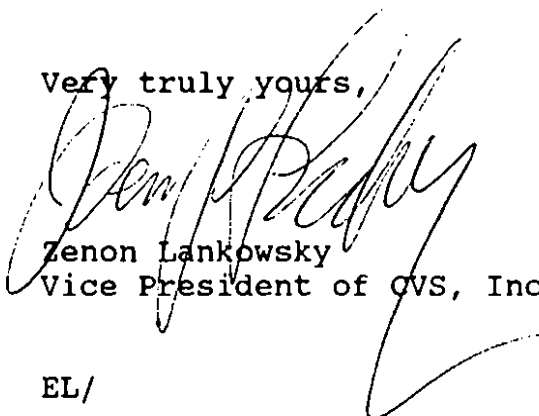
RE: CVS Merger, Inc.
Incorporation

Dear Sir/Madam:

I, Zenon Lankowsky, Vice President of CVS, Inc., hereby consent to the use of the above referenced name. Please have the incorporation documents filed on behalf of CVS Merger, Inc..

Thank you.

Very truly yours,


Zenon Lankowsky
Vice President of CVS, Inc.

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