

Filing and License Fee: \$310.00 minimum

ID Number: 138508



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 Nashua Hollis CVS, Inc.

2. It is incorporated under the laws of New Hampshire

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 12-11-81 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		
Treasurer		
Secretary		

FILED

MAR 11 2004

By NA

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

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>100</u>	<u>common</u>		<u>no par value</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>100</u>	<u>common</u>		<u>no par value</u>

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 6,993,245.

(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 \$ 53,261,319.

(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 \$ 0.

(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 0 % [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: 3/2/04

Nashua Hollis CVS, Inc.
Print/Exact Name of Corporation Making Application

By ZENON P. LANKOWSKY
 President or Vice President (check one)

AND
By MELANIE R. LUKIER
 Secretary or Assistant Secretary (check one)

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Woonsocket, on this 2nd day of March, 2004, before me personally appeared ZENON P. LANKOWSKY who, being duly sworn, declared that he/she is the VICE PRESIDENT 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.

Steph E Murphy # 38550
Notary Public
My Commission Expires: 2/1/2006

NASHUA HOLLIS CVS, 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



LETTER OF CONSENT

CVS Pharmacy, Inc., a Rhode Island corporation, and its affiliates hereby consent to the filing of an application for certificate of authority by Nashua Hollis CVS, Inc., a New Hampshire corporation.

IN WITNESS WHEREOF, the said CVS Pharmacy, Inc. has caused this consent to be executed by its Vice President and attested to by its Assistant Secretary, this 10th day of March, 2004.

CVS Pharmacy, Inc.

A handwritten signature in black ink, appearing to read 'Z. Lankowsky'.

By: _____
Zenon P. Lankowsky
Vice President

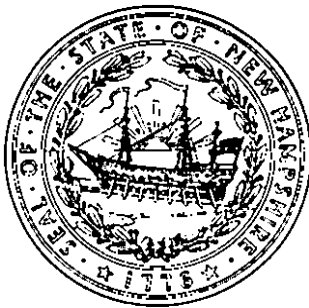
Attest:

A handwritten signature in black ink, appearing to read 'Melanie K. Luker'.

Melanie K. Luker
Assistant Secretary

State of New Hampshire

OFFICE OF SECRETARY OF STATE



I, DAVID M. SCANLAN, Deputy Secretary of State of the State of New Hampshire, do hereby certify that the attached is a true copy of Record of Organization of NASHUA HOLLIS CVS, INC. (formerly CVS OF PORTSMOUTH, INC.) and amendment thereto, as filed in this office and held in the custody of the Secretary of State.



*In Testimony Whereof, I hereto set my hand
and cause to be affixed the Seal of the State,
at Concord, this 8th day of March A.D. 2004*

A handwritten signature in black ink, appearing to read "D. M. Scanlan".

Deputy Secretary of State