

File Fee: \$150.00

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE  
CORPORATIONS DIVISION

Corp. I.D. #

82014

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, 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. To own and operate a pharmacy.

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FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

- (a) *If only one class:* Total number of shares ..... One hundred, all of which are without  
(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.)  
par value, and all of which are of one class and are of common shares.

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: Paul S. Allersmeyer Paul S. Allersmeyer, Vice-President

Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is four 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
Gene Morphis	One CVS Drive, Woonsocket, RI 02895
Robert D. Huth	One Theall Road, Rye, NY 10580
Maureen Richards	One Thecall Road, Rye, NY 10580

NINTH. The name and address of each incorporator is:

Name	Address
Shirley Lam	15 Columbus Circle New York, New York 10023-7773

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

upon the organization of the corporation

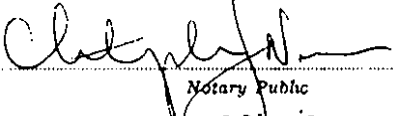
Dated November 21, 1994.

Shirley Lam  
Signature of each incorporator

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

in said county this 21st day of November, A.D. 19<sup>94</sup>  
then personally appeared before me Shirley Lam

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  
Christopher J. Norris  
Notary Public, State of New York  
No. 02NO5032571  
Qualified in New York County  
Commission Expires August 29, 1996

[illegible]

At Woonsocket, Rhode Island in said County on the 26th day of September 1996, before me personally appeared Thomas M. Ryan, who being by me first duly sworn, declared that he is the President of CVS DISTRIBUTION, INC., that he signed the foregoing document as such President of the corporation, and that the statements therein contained are true.

Elleca Ostrum  
Notary Public

(NOTORIAL SEAL)

Ellen E. Putnam, Notary Public  
Pascoag, Providence Co., RI  
My Commission Expires: 07-02-97