

Filing Fee: See Instructions

ID Number: 000081596



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

ARTICLES OF MERGER OR CONSOLIDATION INTO

The Jean Coutu Group (PJC) USA, Inc.

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

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 [X] 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:

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Rows include PJC of Cranston, Inc. and The Jean Coutu Group (PJC) USA, Inc.

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 The Jean Coutu Group (PJC) USA, Inc. which is to be governed by the laws of the state of DE

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:

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: 30 Hunter Lane, Camp Hill, PA 17011

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

Vertical stamp: RECEIVED MAY 5 AM 11:49

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.

Handwritten: 11:49 FILED MAY 05 2011 By [Signature] 143 859

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 PJC of Cranston, Inc.

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) April 13, 2011

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.

PJC of Cranston, Inc.
Print Entity Name

By: Christopher Hall, President
Name of person signing Title of person signing

By: James J. Comitale, Vice President
Name of person signing Title of person signing

The Jean Coutu Group (PJC) USA, Inc.
Print Entity Name

By: Barry Crozier, President
Name of person signing Title of person signing

By: James J. Comitale, Vice President
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 PJC of Cranston, Inc.
- 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) April 13, 2011

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.

PJC of Cranston, Inc.

 Print Entity Name

By: Christopher Hall, President

 Name of person signing Title of person signing

By: James J. Comitale, Vice President

 Name of person signing Title of person signing

The Jean Coutu Group (PJC) USA, Inc.

 Print Entity Name

By: Barry A. Crozier

 Name of person signing Title of person signing

By: James J. Comitale, Vice President

 Name of person signing Title of person signing

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement"), dated as of April 13, 2011, is entered into between PJC of Cranston, Inc., a Rhode Island corporation ("Cranston"), and The Jean Coutu Group (PJC) USA, Inc., a Delaware corporation ("Jean Coutu"). Cranston and Jean Coutu are hereinafter sometimes collectively referred to as the "Constituent Corporations."

W I T N E S S E T H :

WHEREAS, Cranston is a corporation duly organized and existing under the laws of the State of Rhode Island.

WHEREAS, Jean Coutu is a corporation duly organized and existing under the laws of the State of Delaware.

WHEREAS, the respective Board of Directors of Cranston and Jean Coutu have determined that it is advisable and in the best interests of each of such corporations that Cranston merge with and into Jean Coutu upon the terms and subject to the conditions set forth in this Agreement.

WHEREAS, the stockholders of Cranston have approved this Agreement by execution of written consents in accordance with Section 7-1.2-707 of the Rhode Island Business Corporation Act.

NOW, THEREFORE, in consideration of the premises and mutual agreements and covenants herein contained, Cranston and Jean Coutu hereby agree as follows:

1. Merger. Cranston shall be merged with and into Jean Coutu

(the "Merger") such that Jean Coutu shall be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation"). Appropriate documents necessary to effectuate the Merger shall be filed with the Secretary of State of the States of Rhode Island and Delaware and the Merger shall become effective at the time provided by applicable law (the "Effective Time").

2. Governing Documents. The Certificate of Incorporation and By-laws of Jean Coutu, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation and By-laws of the Surviving Corporation without change or amendment.

3. Officers and Directors. The persons who are officers and directors of Jean Coutu immediately prior to the Effective Time shall, after the Effective Time, be the officers and directors of the Surviving Corporation, without change until their successors have been duly elected and qualified in accordance with the Certificate of Incorporation and By-laws of the Surviving Corporation.

3. Succession. At the Effective Time, the separate corporate existence of Cranston shall cease. At the Effective Time (i) all the rights, privileges, powers and franchises of a public and private nature of each of the Constituent Corporations, subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; (ii) all assets, property, real, personal and mixed, belonging to each of the Constituent Corporations; and (iii) all debts due to each of the Constituent Corporations on whatever account, including equity subscriptions and all other things in action; shall succeed to, be vested in and become the property of the Surviving Corporation without any further act or deed as they were of the respective Constituent

Corporations. The title to any real estate vested by deed or otherwise and any other asset, in either of such Constituent Corporation shall not revert or be in any way impaired by reason of the Merger, but all rights of creditors and all liens upon any property of Cranston shall be preserved unimpaired. To the extent permitted by law, any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted as if the Merger had not taken place. All debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it. All corporate acts, plans, policies, agreements, arrangements, approvals and authorizations of Cranston, its sole stockholder, officers and directors which were valid and effective immediately prior to the Effective Time, shall be taken for all purposes as the acts, plans, policies, agreements, arrangements, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as the same were with respect to Cranston. The employees and agents of Cranston shall become the employees and agents of the Surviving Corporation and continue to be entitled to the same rights and benefits which they enjoyed as employees and agents of Cranston.

4. Further Assurances. From time to time, as and when required by the Surviving Corporation or by its successors or assigns, there shall be executed and delivered on behalf of Cranston such deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other action, as shall be appropriate, advisable or necessary in order to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Cranston, and otherwise to

carry out the purposes of this Agreement. The managers, members and officers of the Surviving Corporation are fully authorized in the name and on behalf of Cranston or otherwise, to take any and all such action and to execute and deliver any and all such deeds and other instruments.

5. Conversion of Shares.

(a) At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, each share of capital stock of Cranston existing immediately prior to the Effective Time shall automatically be cancelled, retired and shall cease to exist, and no consideration or payment shall be delivered in exchange therefore or in respect thereof.

(b) At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, each share of capital stock of Jean Coutu issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding, unaffected by the Merger and shall represent the issued and outstanding capital stock of the Surviving Corporation.

10. Counterparts. This Agreement may be executed in one or more counterparts, and each such counterpart hereof shall be deemed to be an original instrument, but all such counterparts together shall constitute but one agreement.

11. Descriptive Headings. The descriptive headings herein are inserted for convenience of reference only and are not intended to be part of or to affect the meaning or interpretation of this Agreement.

12. Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Delaware, without giving effect to the choice or conflict of law provisions contained therein.

IN WITNESS WHEREOF, PJC of Cranston, Inc. and The Jean Coutu Group (PJC) USA, Inc. have caused this Agreement to be executed and delivered as of the date first written above.

The Jean Coutu Group (PJC) USA, Inc.

By Barry A. Crozier
Name: Barry Crozier
Title: President

PJC of Cranston, Inc.


By _____
Name: Christopher Hall
Title: President

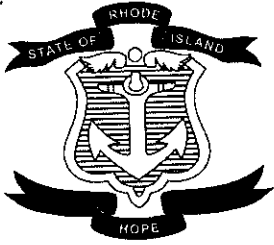
IN WITNESS WHEREOF, PJC of Cranston, Inc. and The Jean Coutu Group (PJC) USA, Inc. have caused this Agreement to be executed and delivered as of the date first written above.

The Jean Coutu Group (PJC) USA, Inc.

By _____
Name: Barry Crozier
Title: President

PJC of Cranston, Inc.

By  _____
Name: Christopher Hall
Title: President



STATE OF RHODE ISLAND AND
PROVIDENCE PLANTATIONS
DEPARTMENT OF ADMINISTRATION
DIVISION OF TAXATION
ONE CAPITOL HILL
PROVIDENCE, RI 02908

SUSAN LOWELL
TAX DEPARTMENT
PO BOX 839
CAMP HILL, PA 17011

LETTER OF GOOD STANDING

It appears from our records that **PJC OF CRANSTON INC** has filed all the required returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of **04/25/2011** regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

MERGER OF CORPORATIONS RI NON-SURVIVOR

Very truly yours,

David M. Sullivan
Tax Administrator

Steven A. Cobb
Chief Revenue Agent
Office Audit and Discovery

RECEIVED
DEPARTMENT OF REVENUE
DIVISION OF TAXATION
2011 MAY -5 AM 11:49

80400841:10044343



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

