

Filing fee: \$20.00

**RESTATED ARTICLES OF INCORPORATION
OF**

CVS, INC.

Pursuant to the provisions of Section 7-1.1-59 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Restated Articles of Incorporation:

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

SECOND: The period of its duration is PERPETUAL

THIRD: The purpose or purposes which the corporation is authorized to pursue 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 SNACK ITEMS, COSTUME JEWELRY, PERIODICALS FILMS, AND GOODS, WARES, AND MERCHANDISE OF ALL KINDS. TO OWN AND OPERATE A PHARMACY AND TO PROVIDE ADMINISTRATIVE SERVICES AND ACT AS PURCHASING, CONSTRUCTION AGENT AND SUPPLIER FOR ALL OF IT'S CVS SUBSIDIARIES.

FOURTH: The aggregate number of shares which the corporation has authority to issue is ONE HUNDRED - ALL SHARES ARE WITHOUT PAR VALUE

Note: If the authorized shares consist of one class only, insert a statement of the par value of such shares or a statement that all of such shares are without par value.

If the authorized shares are divide into classes, insert a statement of the number of shares of each class, a statement of the par value of the shares of each such class or that such shares are without par value, and a statement of the preferences, limitations and relative rights in respect of the shares of each class.

If the authorized shares of any preferred or special class are issuable in series, insert a statement of the designation of each series, a statement of the variations in the relative rights and preferences as between series in so far as the same are fixed in the articles of incorporation and a statement of any authority vested in the board of directors to establish series and fix and determine the variations in the relative rights and preferences as between series.

FILED

MAY 1 1996

By DA # 55
160642

FORM 13A 1M 1-70

MAY 1 12 17 PM '96
RECEIVED
SECRETARY OF STATE
CORPORATIONS DIVISION

MAY 1 12 17 PM '96

FIFTH: Existing provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation are:

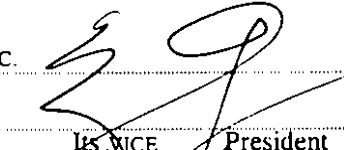
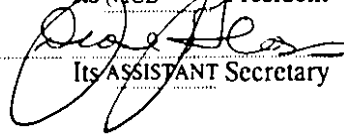
NONE

SIXTH: Existing provisions of the articles of incorporation for the regulation of the internal affairs of the corporation are:

NONE

SEVENTH: The restated articles of incorporation correctly set forth without change the corresponding provisions of the articles of incorporation as heretofore amended, and supersede the original articles of incorporation and all amendments thereto.

Dated March 8, 1996


CVS, INC. 
By _____
Its VICE President
and 
Its ASSISTANT Secretary

STATE OF RHODE ISLAND }
COUNTY OF Providence } Sc.

At Woonsocket in said county on this 8th day of March, 1996, personally appeared before me Zenon Lankowsky, who, being by me first duly sworn, declared that he is the Vice President of CVS, Inc.

that he signed the foregoing document as Vice President of the corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)


Suzanne R. Pirel
Notary Public
Suzanne R. Pirel, Notary Public
Woonsocket, Providence Co., RI
My Commission Expires 8-5-96