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File Number 5707-254-7

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 COOK COUNTY RECORDER

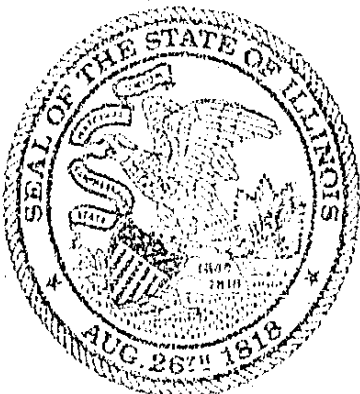
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Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT
 BUSINESS IN THIS STATE OF
 CAREMARK INTERNATIONAL INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN
 FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
 BUSINESS CORPORATION ACT OF ILLINOIS IN FORCE JULY 1, A.D. 1984.

*Now Therefore, I, George H. Ryan, Secretary of State of the
 State of Illinois, by virtue of the powers vested in me by law, do
 hereby issue this certificate and attach hereto a copy of the
 Application of the aforesaid corporation.*

In Testimony Whereof, I hereto set my hand and cause to
 be affixed the Great Seal of the State of Illinois,
 at the City of Springfield, this 25th
 day of NOVEMBER A.D. 1992 and
 of the Independence of the United States
 the two hundred and 17th



George H Ryan
 SECRETARY OF STATE

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Form **BCA-13.15**

(Rev. Jan. 1991)

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834

FILED

NOV 25 1992

GEORGE H. RYAN
SECRETARY OF STATE

This space for use by
Secretary of State

Date 11/25/92
License Fee \$
Franchise Tax \$ 25-
Filing Fee \$ 75-
Penalties \$
Approved: dh 100-

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

1. (a) CORPORATE NAME: CAREMARK INTERNATIONAL INC.

(Complete item 1 (a) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Delaware

(b) Date of Incorporation: August 7, 1992

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located: (b) Address of principal office in Illinois:

One Baxter Parkway
Deerfield, Illinois 60015

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4. Name and address of the registered agent and registered office in Illinois.

Registered Agent: C T CORPORATION SYSTEM

First Name Middle Name Last Name
c/o C T CORPORATION SYSTEM, 208 S. La Salle Street

Registered Office: _____

Number Street Suite #
Chicago 60604 Cook
City Zip Code County

5. States and countries in which it is admitted or qualified to transact business:

Delaware

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	Zip
President	<u>SEE ATTACHED EXHIBIT</u>			
Secretary	_____			
Director	_____			
Director	_____			
Director	_____			

If more than 3, attach list

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7. Purpose or purposes proposed to be pursued in transacting business in this state:
(If not sufficient space to cover this point, add one or more sheets of this size.)

To engage in any lawful activity for which corporations may be organized under the General Corporation Law of the State of Delaware and permitted under the Illinois Business Corporation Act.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common	N/A	\$1.00	200,000,000	1,000
Preferred	N/A	\$.01	18,000,000	-0-
Preferred Series A		\$.01	2,000,000	-0-

9. Paid-in Capital: \$ 1,000.00

(*Paid-in Capital replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 325,000,000
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 100.00
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ NONE
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ NONE

11. Interrogatories:

- (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: 2215 Sanders Road Suite 400 Northbrook, Illinois 60062
- (b) Number of shares of all classes owned by residents of Illinois: 1,000
- (c) Number of shares of all classes owned by non-residents of Illinois: 0
- (d) Is the corporation transacting business in this state at this time? NO
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

RECORDING DESK
BOX 170

12. This application is accompanied by a copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated November 23, 1992

CAREMARK INTERNATIONAL INC.
(Exact Name of Corporation)

attested by Vicki L. Casmere
(Signature of Secretary or Assistant Secretary)

by Thomas R. Schuman
(Signature of President or Vice President)

Vicki L. Casmere, Assistant Secretary
(Type or Print Name and Title)

Thomas R. Schuman, Vice President UM
(Type or Print Name and Title)

PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

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CAREMARK INTERNATIONAL INC.
(a Delaware corporation)

OFFICERS AND DIRECTORS

EXPEDITED

DIRECTORS:

C.A. (Lance) Piccolo
Thomas W. Hodson
James G. Connelly III

SEE BELOW
SEE BELOW
SEE BELOW

NOV 25 1992

SECRETARY OF STATE

92952528

OFFICERS:

OFFICE

HOME ADDRESS

C.A. (Lance) Piccolo
SS#: 032.30.2325

Chairman and
Chief Executive Officer

1230 West Lake Street
Libertyville, Illinois 60048

James G. Connelly III
SS#: 285.40.3465

President and
Chief Operating Officer

1541 Heritage Court
Lake Forest, Illinois 60045
708.295.2282

Thomas W. Hodson
SS#: 165.40.2170

Senior Vice President and
Chief Financial Officer

911 Forest Glen West
Winnetka, Illinois 60093
708.446.2675

Thomas R. Schuman
SS#: 274.36.0875

Vice President, General Counsel
and Secretary

106 Belle Avenue
Palatine, Illinois 60067
708.359.8764

Donna C.E. Williamson
SS#: 023.44.0974

Vice President

1777 Elmwood Avenue
Wilmette, Illinois 60091

John M. Pelletiere
SS#: 330-44-8586

Vice President and Controller

1108 Cooper Drive
Palatine, Illinois 60067
708.634.0973

Kent J. DeLucanay
SS#: 309.54.2380

Vice President

670 South Green Bay Road
Lake Forest, Illinois 60045
708.259.4184

Vicki L. Casmere
SS#: 325.58.9987

Assistant Secretary

731 Westgate
Deerfield, Illinois 60015
708.945.1708

Dennis R. Owczarski
SS#: 360.34.8356

Treasurer

33859 North Fischer Drive
Ingleside, Illinois 60041
708.546.2699

* The business address of all officers and directors is:
2215 Sanders Road
Northbrook, Illinois 60062

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EXHIBIT

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BOX 170