

No. C 85471	<b>Annual Report Form</b> 1999 <i>Due No Later Than November 30,</i>	2. Registered Agent and Office <b>NOT A P.O. BOX</b> <b>PRENTICE-HALL CORP SYSTE</b> <b>1401 SHORELINE DR</b>  <b>BOISE ID 83702</b>																														
Return to: <b>SECRETARY OF STATE</b> 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080  <b>NO FEE REQUIRED</b>  <b>* FIRST NOTICE *</b>	1. Mailing Address - Please Correct If Not Correct <b>CAREMARK INC.</b> <b>C/O MEDPARTNERS INC</b> <b>3000 GALLERIA TOWER STE 1000</b>  <b>BIRMINGHAM AL 35244</b>	3. Organized Under the Laws of:  <b>CA C 85471</b>																														
4. Corporations: Enter Names and Business Addresses of <b>President, Secretary and Directors</b> Limited Liability Companies: Enter Names and Addresses of <input type="checkbox"/> <b>Managers</b> or <input type="checkbox"/> <b>Members</b> (check one)																																
<table style="width:100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left; border-bottom: 1px solid black;">Office held</th> <th style="text-align: left; border-bottom: 1px solid black;">Name</th> <th style="text-align: left; border-bottom: 1px solid black;">Street or P.O. Address</th> <th style="text-align: left; border-bottom: 1px solid black;">City</th> <th style="text-align: left; border-bottom: 1px solid black;">State</th> <th style="text-align: left; border-bottom: 1px solid black;">Zip</th> </tr> </thead> <tbody> <tr> <td>PRES &amp; DIR</td> <td>RICHARD P. SCARDINA</td> <td>2211 SANDERS RD</td> <td>NORTHBROOK</td> <td>IL</td> <td>60062</td> </tr> <tr> <td>VP &amp; DIR</td> <td>DAVID W. GOLDING</td> <td>"</td> <td>"</td> <td>"</td> <td>"</td> </tr> <tr> <td>VP/SEC &amp; DIR</td> <td>SARA J. FINLEY</td> <td>3000 GALLERIA TOWER,</td> <td>BIRMINGHAM</td> <td>AL</td> <td>35244</td> </tr> <tr> <td>TREAS</td> <td>LEISA HIZER</td> <td>"</td> <td>"</td> <td>"</td> <td>"</td> </tr> </tbody> </table>			Office held	Name	Street or P.O. Address	City	State	Zip	PRES & DIR	RICHARD P. SCARDINA	2211 SANDERS RD	NORTHBROOK	IL	60062	VP & DIR	DAVID W. GOLDING	"	"	"	"	VP/SEC & DIR	SARA J. FINLEY	3000 GALLERIA TOWER,	BIRMINGHAM	AL	35244	TREAS	LEISA HIZER	"	"	"	"
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5. Signature of New Registered Agent	6. Signature <u><i>Leisa Hizer</i></u> Date <u>7/29/99</u> Name <small>(Typed or Printed)</small> <u>LEISA HIZER</u> Title <u>TREASURER</u>																															

ISSUED: 07-03-1999

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