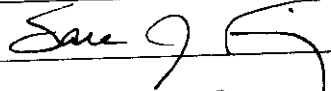


No. C 85471	Due no later than Dec 31, 2002 Annual Report Form		2. Registered Agent and Office NO PO BOX																																				
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FILING FEE IF RECEIVED BY DUE DATE	1. Mailing Address <small>Correct in this box, if applicable</small> CAREMARK INC. C/O CAREMARK RX INC 3000 GALLERIA TOWER STE 1000 BIRMINGHAM, AL 35244		PRENTICE-HALL CORP SYSTEM 1401 SHORELINE DR STE 2 BOISE, ID 83702																																				
3. <u>New</u> Registered Agent Signature																																							
4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors. <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;"><u>Office held</u></th> <th style="text-align: left;"><u>Name</u></th> <th style="text-align: left;"><u>Street or P.O. Address</u></th> <th style="text-align: left;"><u>City</u></th> <th style="text-align: left;"><u>State</u></th> <th style="text-align: left;"><u>Zip</u></th> </tr> </thead> <tbody> <tr> <td>CEO & Director</td> <td>A.D. Frazier, Jr.</td> <td>2211 Sanders Rd.</td> <td>Northbrook, IL</td> <td></td> <td>60062</td> </tr> <tr> <td>Pres. & Director</td> <td>Richard P. Scardina</td> <td>2211 Sanders Rd.</td> <td>Northbrook, IL</td> <td></td> <td>60062</td> </tr> <tr> <td>VP & Director</td> <td>David W. Golding</td> <td>2211 Sanders Rd.</td> <td>Northbrook, IL</td> <td></td> <td>60062</td> </tr> <tr> <td>VP, Sec., Director</td> <td>Sara J. Finley</td> <td>3000 Galleria Twr, Ste 1000</td> <td>Birmingham, AL</td> <td></td> <td>35244</td> </tr> <tr> <td>Treasurer</td> <td>Connie M. Isley</td> <td>2211 Sanders Rd.</td> <td>Northbrook, IL</td> <td></td> <td>60062</td> </tr> </tbody> </table>				<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>	CEO & Director	A.D. Frazier, Jr.	2211 Sanders Rd.	Northbrook, IL		60062	Pres. & Director	Richard P. Scardina	2211 Sanders Rd.	Northbrook, IL		60062	VP & Director	David W. Golding	2211 Sanders Rd.	Northbrook, IL		60062	VP, Sec., Director	Sara J. Finley	3000 Galleria Twr, Ste 1000	Birmingham, AL		35244	Treasurer	Connie M. Isley	2211 Sanders Rd.	Northbrook, IL		60062
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5. Organized Under the Laws of: CALIFORNIA C 85471	6. Signature  Date <u>10/24/02</u> Name <small>(Typed or Printed)</small> <u>Sara J. Finley</u> Title <u>VP & Secretary</u>																																						