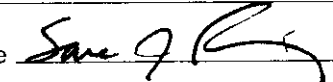


No. C 85471	Due no later than December 31, 2003 Annual Report Form		2. Registered Agent and Office NO PO BOX																																				
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FILING FEE IF RECEIVED BY DUE DATE	1. Mailing Address - Correct in this box if applicable 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</td> <td>IL</td> <td>60062</td> </tr> <tr> <td>Pres. & Director</td> <td>Richard P. Scardina</td> <td>2211 Sanders Rd.</td> <td>Northbrook</td> <td>IL</td> <td>60062</td> </tr> <tr> <td>VP & Director</td> <td>David W. Golding</td> <td>2211 Sanders Rd.</td> <td>Northbrook</td> <td>IL</td> <td>60062</td> </tr> <tr> <td>VP & Sec, & Director</td> <td>Sara J. Finley</td> <td>3000 Galleria Twr, 1000 B'ham</td> <td></td> <td>AL</td> <td>35244</td> </tr> <tr> <td>Treasurer</td> <td>Connie M. Isley</td> <td>2211 Sanders Rd.</td> <td>Northbrook,</td> <td>IL</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, 1000 B'ham		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>10/27/03</u> Name <small>(Typed or Printed)</small> <u>Sara J. Finley</u> Title <u>VP & Secretary</u>																																						