

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF CAREMARK HOMECARE INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of CAREMARK HOMECARE INC.

_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to CAREMARK HOMECARE INC.

to transact business in this State under the name CAREMARK HOMECARE INC.

_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated December 21, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

Susan M. Anthony
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

RECEIVED

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is CAREMARK HOMECARE **DEC 21 AM 10 48**

2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of California

4. The date of its incorporation is June 12, 1979 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 4340 Von Karmen, Newport Beach, California 92660

6. The address to which correspondence should be addressed, if different from that in item 5. One Baxter Parkway, Deerfield, Illinois 60015-4633

7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701

and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Providing home health care specialized medical support services
and therapies to ill patients at home who generally would
otherwise be hospitalized.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>See Attached Rider</u>		

(continued on reverse)

Name	Office	Address
See Attached Rider		

- 10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.
- 11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: December 1, 1987

CAREMARK HOMECARE INC.

(Corporation Name)

By Arthur F. Staubitz

Arthur F. Staubitz ~~Its President~~ Vice President (please specify)

and John F. Gaither, Jr.

John F. Gaither, Jr. ~~Its Secretary~~ Assistant Secretary (please specify)

STATE OF Illinois)

COUNTY OF Lake) ss:

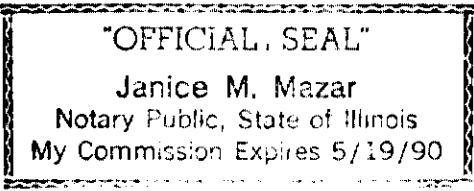
I, Janice M. Mazar, a notary public, do hereby certify that on

this 1st day of December, 19 87, personally appeared before

me Arthur F. Staubitz, who being by me first duly sworn, declared that (s)he

is the Vice President of CAREMARK HOMECARE INC.

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



Janice M. Mazar
Notary Public

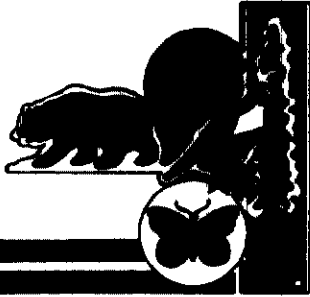
CAREMARK HOMECARE INC.

OFFICERS

President	L. Peter Smith	1415 Lake Cook Road	Deerfield	IL 60015
Sr. Vice President and General Counsel	G. Marshall Abbey	One Baxter Parkway	Deerfield	IL 60015
Vice President	Arthur F. Staubitz	One Baxter Parkway	Deerfield	IL 60015
Executive Vice President	Sheldon Asher	1415 Lake Cook Road	Deerfield	IL 60015
Vice President	Beattie DeLong	1415 Lake Cook Road	Deerfield	IL 60015
Secretary	John F. Gaither, Jr.	One Baxter Parkway	Deerfield	IL 60015
Treasurer	Barbara Y. Morris	One Baxter Parkway	Deerfield	IL 60015
Assistant Treasurer	Nancy V. Westcott	One Baxter Parkway	Deerfield	IL 60015
Assistant Treasurer	Ivan Shandor	One Baxter Parkway	Deerfield	IL 60015
Assistant Treasurer	Dennis R. Ouczarski	One Baxter Parkway	Deerfield	IL 60015

DIRECTORS

G. Marshall Abbey	One Baxter Parkway	Deerfield	IL	60015
John F. Gaither, Jr.	One Baxter Parkway	Deerfield	IL	60015
Arthur F. Staubitz	One Baxter Parkway	Deerfield	IL	60015
James M. Sweeney	4340 Von Karman	Newport Beach	CA	92660
Sheldon Asher	1415 Lake Cook Road	Deerfield	IL	60015



State of California

OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF STATUS
DOMESTIC CORPORATION

RECORDED
SEC. OF STATE
37 DEC 21 AM 10 48

I, MARCH FONG EU, *Secretary of State of the State of California*, hereby certify:

That on the 12th day of June, 1979,

CAREMARK HOMECARE INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

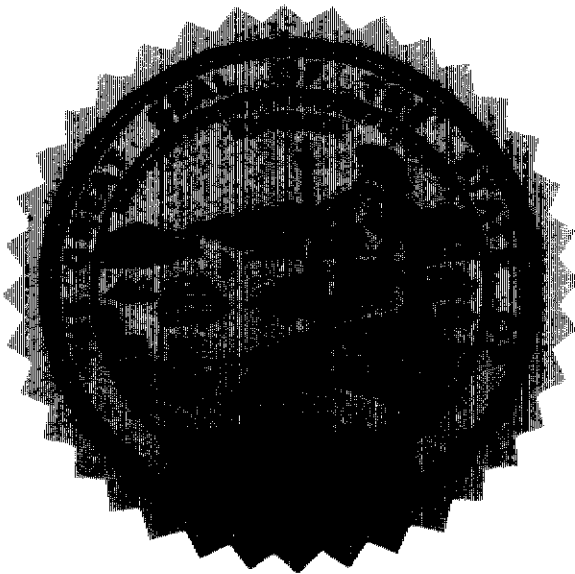
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this 8th day of December, 1987



March Fong Eu

Secretary of State

