

TO:FELICIA GORDON, TRADEMARK PARALEGAL COMPANY:1111 PENNSYLVANIA AVENUE, NW

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

02/13/2008
900098962

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Certificate of Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Caremark International Inc.		04/30/2007	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Caremark International, L.L.C.		
Street Address:	2211 Sanders Road		
City:	Northbrook		
State/Country:	ILLINOIS		
Postal Code:	60062		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Serial Number:	78420056	GUIDEDCHOICE	
Serial Number:	77030903	RX4MYPET	
Serial Number:	77030904	RX4MYPET	
Serial Number:	78857101	MOVING TOWARD A HEALTHIER YOU	
Registration Number:	2524641	RX INSIGHTS	
CORRESPONDENCE DATA			
Fax Number:	(202)739-3001		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	2027395374		
Email:	fgordon@morganlewis.com		
Correspondent Name:	Felicia Gordon, Trademark Paralegal		
Address Line 1:	1111 Pennsylvania Avenue, NW		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20004		
ATTORNEY DOCKET NUMBER:	049492.0019		

CH \$140.00 78420056

USPTO

2/19/2008 2:17:30 PM PAGE 4/007 Fax Server

TO:FELICIA GORDON, TRADEMARK PARALEGAL COMPANY:1111 PENNSYLVANIA AVENUE, NW

NAME OF SUBMITTER:	Felicia D. Gordon
Signature:	/fdg/
Date:	02/13/2008
Total Attachments: 3 source=certconversion#page1.tif source=certconversion#page2.tif source=certconversion#page3.tif	

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "CAREMARK INTERNATIONAL INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "CAREMARK INTERNATIONAL INC." TO "CAREMARK INTERNATIONAL, L.L.C.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF APRIL, A.D. 2007, AT 1:19 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTIETH DAY OF APRIL, A.D. 2007, AT 11:57 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2306130 8100V

070494273



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5634986

DATE: 04-30-07

TRADEMARK
REEL: 003723 FRAME: 0727

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:27 PM 04/30/2007
FILED 01:19 PM 04/30/2007
SRV 070494273 - 2306130 FILE

CERTIFICATE OF CONVERSION

CONVERTING

CAREMARK INTERNATIONAL INC.
(A Delaware Corporation)

TO

CAREMARK INTERNATIONAL, L.L.C.
(A Delaware Limited Liability Company)

This Certificate of Conversion (the "**Certificate**") is being filed for the purpose of converting Caremark International Inc., a Delaware corporation (the "**Converting Corporation**"), to a Delaware limited liability company to be named "Caremark International, L.L.C." (the "**Company**"), effective as of 11:57 pm New York City Time, April 30, 2007, pursuant to the provisions of Section 266 of the General Corporation Law of the State of Delaware (the "**DGCL**") and Section 18-214 of the Delaware Limited Liability Company Act (the "**Act**").

The undersigned hereby certifies as follows:

FIRST: The name of the Converting Corporation immediately prior to the filing of this Certificate was "Caremark International Inc."

SECOND: The Certificate of Incorporation of the Converting Corporation was originally filed with the Secretary of State of the State of Delaware on August 7, 1992.

THIRD: The name of the Delaware limited liability company to which the Converting Corporation is being converted and the name as set forth in its Certificate of Formation filed in accordance with Section 18-214(b)(2) of the Act is "Caremark International, L.L.C."

FOURTH: The conversion of the Converting Corporation to the Company has been approved in accordance with the provisions of Section 266 of the DGCL and Section 18-214 of the Act.


FIFTH: The conversion shall be effective as of 11:57 pm New York City Time, April 30, 2007.

(09) 12700001/CONV07/caremark-international-llc-cert-conversion.doc

TRADEMARK
REEL: 003723 FRAME: 0728

IN WITNESS WHEREOF, the undersigned has duly executed this
Certificate of Conversion as of April 30, 2007.

CAREMARK INTERNATIONAL INC.

By: 
Name: Sara J. Finley
Title: Vice President and
Secretary

(NY) 12700001CONV0706.caremark international, inc. cert. conversion.doc