

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	11/30/2007		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Caremark International, L.L.C.		11/30/2007
			LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	CVS Pharmacy, Inc.		
Street Address:	One CVS Drive		
City:	Woonsocket		
State/Country:	RHODE ISLAND		
Postal Code:	02865		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	2311216	PEOPLESAFE
CORRESPONDENCE DATA			
Fax Number:	(888)325-9049		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	401-276-6405		
Email:	trademark@eapdlaw.com		
Correspondent Name:	Edwards Angell Palmer & Dodge, LLP		
Address Line 1:	FDR Station		
Address Line 2:	PO BOX 130		
Address Line 4:	New York, NEW YORK 10150		
NAME OF SUBMITTER:	John E. Ottaviani		
Signature:	/jeo/		

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**TRADEMARK
 REEL: 004125 FRAME: 0143**

Date:

01/06/2010

Total Attachments: 6

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**STATE OF DELAWARE
CERTIFICATE OF MERGER OF A
DOMESTIC LIMITED LIABILITY COMPANY INTO
A FOREIGN CORPORATION**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

First: The name of the surviving Corporation is CVS Pharmacy, Inc.
_____, a Foreign Corporation.

Second: The jurisdiction in which this Corporation was formed is Rhode Island.

Third: The name of the Limited Liability Company being merged into the Corporation is
Caremark International, L.L.C., a Delaware Limited
Liability Company.

Fourth: The agreement of merger or consolidation has been approved and executed by
each of the business entities which is to merge or consolidate.

Fifth: The name of the surviving foreign Corporation is CVS Pharmacy, Inc.
_____.

Sixth: An agreement of merger or consolidation is on file at a place of business of the
surviving foreign Corporation and the address thereof is _____
One CVS Drive, Woonsocket, RI 02895, Attention: General Counsel.

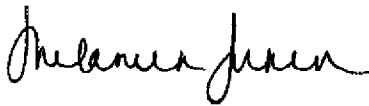
Seventh: A copy of the agreement of merger or consolidation will be furnished by the
surviving foreign corporation, on request and without cost, to any member of any
domestic limited liability company or any person holding an interest in any other
business entity which is to merge or consolidate.

Eighth: The surviving foreign Corporation agrees that it may be served with process in
the State of Delaware in any action, suit or proceeding for the enforcement of any
obligation of any domestic limited liability company which is to merge or consolidate,
irrevocably appointing the Secretary of State as its agent to accept service of process in
any such action, suit or proceeding and the address to which a copy of such process shall
be mailed to by the Secretary of State is _____
One CVS Drive, Woonsocket, RI 02895, Attention: General Counsel

Ninth: The merger is to become effective on December 30, 2007 at 12:03 a.m.

IN WITNESS WHEREOF, said Foreign Corporation has caused this certificate to be signed by its authorized officer, this 30th day of November, A.D., 2007.

CVS PHARMACY, INC.

By: 
Authorized Officer

Name: Melanie K. Luker, Assistant Secretary
Print or type

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.

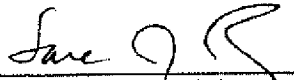
THIRD: The name of the Delaware limited liability company to which the Converting Corporation is being converted and the name as set forth in its Certificate of Formation filed in accordance with Section 18-214(b)(2) of the Act is "Caremark International, L.L.C."

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.

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

CERTIFICATE OF FORMATION

OF

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

This Certificate of Formation is being filed pursuant to Section 18-214(b)(2) of the Delaware Limited Liability Company Act in connection with the conversion of Caremark International Inc., a Delaware corporation, to a Delaware limited liability company.

The undersigned does hereby certify as follows:

FIRST: The name of the limited liability company is Caremark International, L.L.C. (the "**Company**").

SECOND: The address of the registered office of the Company in the State of Delaware is: Corporation Service Company, 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, Delaware 19808.

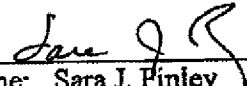
THIRD: The name and address of the registered agent for service of process on the Company in the State of Delaware is: Corporation Service Company, 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, Delaware 19808.

FOURTH: The Certificate of Formation shall be effective as of 11:57 pm New York City Time, April 30, 2007.

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

CAREMARK RX, L.L.C.,
as sole member

By: _____


Name: Sara J. Pinley
Title: Vice President, Assistant
General Counsel and
Secretary

(NY) 12700/091/CONV07/de.caremark.international.llc.cert.formation.doc

RECORDED: 01/06/2010

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