

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/30/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CAREMARK INTERNATIONAL, L.L.C.		12/30/2007	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: 4

Property Type	Number	Word Mark
Registration Number:	1418581	CAREMARK
Registration Number:	1419957	CAREMARK
Registration Number:	1834196	CAREMARK
Registration Number:	1861147	CAREMARK

CORRESPONDENCE DATA

Fax Number: (888)325-9049
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 401.276.6405
 Email: trademark@eapdlaw.com
 Correspondent Name: Edwards Angell Palmer & Dodge LLP
 Address Line 1: PO BOX 130
 Address Line 2: FDR Station
 Address Line 4: New York, NEW YORK 10150

ATTORNEY DOCKET NUMBER:	40510-4073
NAME OF SUBMITTER:	John E. Ottaviani
Signature:	/jeo/
Date:	01/14/2011
Total Attachments: 6 source=Certificate of Merger#page1.tif source=Certificate of Merger#page2.tif source=Certificate of Merger#page3.tif source=Certificate of Merger#page4.tif source=Certificate of Merger#page5.tif source=Certificate of Merger#page6.tif	

**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.

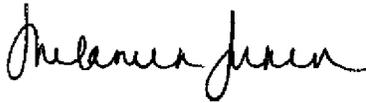
Seventh: A copy of the agreement of merger or consolidation will be furnished by the surviving foreign corporation, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is to merge or consolidate.

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.

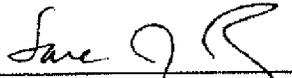
THIRD: The name of the Delaware limited liability company to which the Converting Corporation is being converted and the name as set forth in its Certificate of Formation filed in accordance with Section 18-214(b)(2) of the Act is "Caremark International, L.L.C."

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.

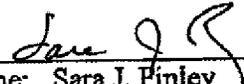
THIRD: The name and address of the registered agent for service of process on the Company in the State of Delaware is: Corporation Service Company, 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, Delaware 19808.

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) 12700/001/CONV07/de.caremark.international.llc.cert.formation.doc