

L01000019490

(Requestor's Name)

(Address)

(Address)

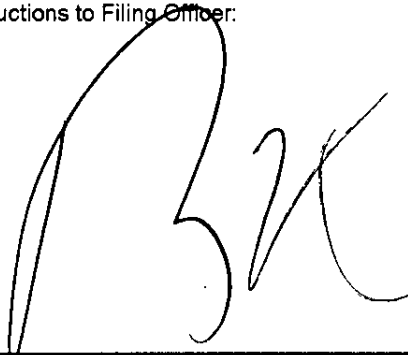
(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

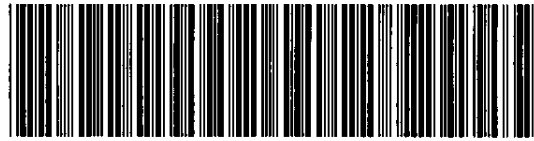
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:


Office Use Only



300082234603

12/19/06--01034--015 **825.00

EFFECTIVE DATE
12/30/06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOT RETURNED
TO AGENCY OF FILING
TO ACHIEVE SUFFICIENCY OF FILING

06 DEC 19 PM 5:00

2006 DEC 19 PM 12:32

FILED

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

December 15, 2006

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

FILED
06 DEC 19 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
12/30/06

Re: Order #: 6806583 SO
Customer Reference 1: Florida
Customer Reference 2: 22 FL Corporations

Dear Department of State, Florida:

Please obtain the following:

Holiday CVS, L.L.C. (5146) (FL)
Merger (Survivor)
Florida

Holiday CVS, L.L.C. (5146) (FL)
Obtain Document - Misc - Certified copy of merger
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,



Ashley A Mitchell
Fulfillment Specialist
Ashley.Mitchell@wolterskluwer.com

Certificate of Merger
For
Florida Limited Liability Company

EFFECTIVE DATE
12/30/06

FILED
06 DEC 19 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Certificate of Merger is submitted to merge the following Florida Limited-Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
34th Street CVS, Inc.	Florida	business corporation
41st Street CVS, Inc.	Florida	business corporation
Apopka CVS, Inc.	Florida	business corporation
Atlantic Blvd CVS, Inc.	Florida	business corporation

SEE ADDITIONAL ENTITIES ON EXHIBIT A ATTACHED HERETO

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Holiday CVS, L.L.C.	Florida	LLC

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

December 30, 2006 at 11:57 p.m.

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

N/A

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitles under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

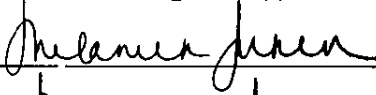
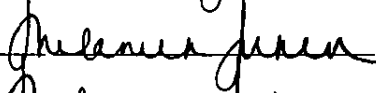
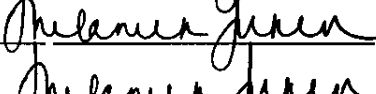

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____

Mailing address: _____

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
34th Street CVS, Inc.		Melanie K. Luker, Asst. Sec
41st Street CVS, Inc.		Melanie K. Luker, Asst. Sec
Apopka CVS, Inc.		Melanie K. Luker, Asst. Sec.
Atlantic Blvd CVS, Inc.		Melanie K. Luker, Asst. Sec.

SEE ADDITIONAL SIGNATORIES ON EXHIBIT B ATTACHED HERETO

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
34th Street CVS, Inc.	Florida	business corporation
41st Street CVS, Inc.	Florida	business corporation
Apopka CVS, Inc.	Florida	business corporation
Atlantic Blvd CVS, Inc.	Florida	business corporation

SEE ADDITIONAL ENTITIES ON EXHIBIT A ATTACHED HERETO

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Holiday CVS, L.L.C.	Florida	LLC

THIRD: The terms and conditions of the merger are as follows:

SEE EXHIBIT C ATTACHED HERETO

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

SEE EXHIBIT C ATTACHED HERETO

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

SEE EXHIBIT C ATTACHED HERETO

(Attach additional sheet if necessary)

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

NONE

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

NONE

(Attach additional sheet if necessary)



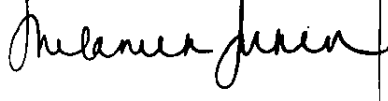
**EXHIBIT A
TO
FLORIDA CERTIFICATE OF MERGER
OF
22 FLORIDA CORPORATIONS
INTO
HOLIDAY CVS, L.L.C.**

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Bearss Avenue CVS, Inc.	Florida	business corporation
Brandon CVS, Inc.	Florida	business corporation
Busch CVS, Inc.	Florida	business corporation
Commercial CVS, Inc.	Florida	business corporation
CVS Gulf, Inc.	Florida	business corporation
Fowler Tampa CVS, Inc.	Florida	business corporation
Ft. Lauderdale CVS, Inc.	Florida	business corporation
Johnson Hollywood CVS, Inc.	Florida	business corporation
Key Biscayne CVS, Inc.	Florida	business corporation
Kissimmee CVS, Inc.	Florida	business corporation
Margate CVS, Inc.	Florida	business corporation
Miami 2nd Avenue CVS, Inc.	Florida	business corporation
Palm Harbor CVS, Inc.	Florida	business corporation
Phillips CVS, Inc.	Florida	business corporation
Pinellas Park CVS, Inc.	Florida	business corporation
St. Petersburg CVS, Inc.	Florida	business corporation
Surfside CVS, Inc.	Florida	business corporation
Taft University CVS, Inc.	Florida	business corporation

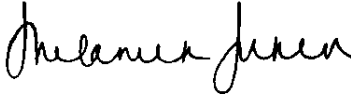


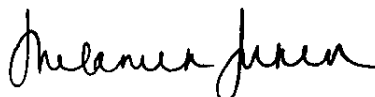



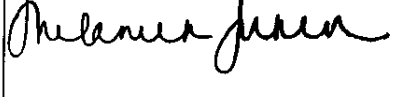
**EXHIBIT B
TO
FLORIDA CERTIFICATE OF MERGER
OF
22 FLORIDA CORPORATIONS
INTO
HOLIDAY CVS, L.L.C.**

NINTH: Signature(s) for Each Party:

<u>Name of Entity/Organization:</u>	<u>Signature(s):</u>	<u>Typed or Printed Name of Individual:</u>
Bearss Avenue CVS, Inc.		Melanie K. Luker, Asst. Sec.
Brandon CVS, Inc.		Melanie K. Luker, Asst. Sec.
Busch CVS, Inc.		Melanie K. Luker, Asst. Sec.
Commercial CVS, Inc.		Melanie K. Luker, Asst. Sec.
CVS Gulf, Inc.		Melanie K. Luker, Asst. Sec.
Fowler Tampa CVS, Inc.		Melanie K. Luker, Asst. Sec.
Ft. Lauderdale CVS, Inc.		Melanie K. Luker, Asst. Sec.
Johnson Hollywood CVS, Inc.		Melanie K. Luker, Asst. Sec.

**EXHIBIT B
TO
FLORIDA CERTIFICATE OF MERGER
OF
22 FLORIDA CORPORATIONS
INTO
HOLIDAY CVS, L.L.C.**

NINTH: Signature(s) for Each Party:

<u>Name of Entity/Organization:</u>	<u>Signature(s):</u>	<u>Typed or Printed Name of Individual:</u>
Key Biscayne CVS, Inc.		Melanie K. Luker, Asst. Sec.
Kissimmee CVS, Inc.		Melanie K. Luker, Asst. Sec.
Margate CVS, Inc.		Melanie K. Luker, Asst. Sec.
Miami 2nd Avenue CVS, Inc.		Melanie K. Luker, Asst. Sec.
Palm Harbor CVS, Inc.		Melanie K. Luker, Asst. Sec.
Phillips CVS, Inc.		Melanie K. Luker, Asst. Sec.
Pinellas Park CVS, Inc.		Melanie K. Luker, Asst. Sec.
St. Petersburg CVS, Inc.		Melanie K. Luker, Asst. Sec.

**EXHIBIT B
TO
FLORIDA CERTIFICATE OF MERGER
OF
22 FLORIDA CORPORATIONS
INTO
HOLIDAY CVS, L.L.C.**

NINTH: Signature(s) for Each Party:

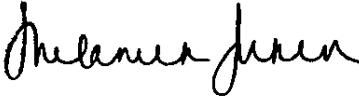

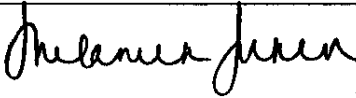
<u>Name of Entity/Organization:</u>	<u>Signature(s):</u>	<u>Typed or Printed Name of Individual:</u>
Surfside CVS, Inc.		Melanie K. Luker, Asst. Sec.
Taft University CVS, Inc.		Melanie K. Luker, Asst. Sec.
Holiday CVS, L.L.C. By: CVS Pharmacy, Inc., Its Sole Member		Melanie K. Luker, Asst. Sec.

EXHIBIT C

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (hereinafter referred to as the "Agreement") dated as of the 30th day of November, 2006 among HOLIDAY CVS, L.L.C., a Florida limited liability company (hereinafter referred to as the "Surviving Company") and THE FLORIDA CORPORATIONS SET FORTH ON EXHIBIT A ATTACHED HERETO (the "Merged Corporations") (hereinafter the Merged Corporations and the Surviving Company are collectively referred to as the "Constituent Entities").

W I T N E S S E T H:

WHEREAS, the Surviving Company is duly organized and existing under the laws of the State of Florida and is disregarded as an entity separate from its owner under Internal Revenue Regulation Section 301.7701-3; and

WHEREAS, CVS Pharmacy, Inc. (sometimes referred to hereinafter as the "Member") holds one hundred percent (100%) of the Surviving Company's membership interest; and

WHEREAS, the Merged Corporations are duly organized and existing under the laws of the State of Florida; and

WHEREAS, the authorized capital stock, par value and issued shares of the capital stock of the Merged Corporations are set forth on Exhibit A attached hereto, and such shares are now outstanding and are all held by the Member; and

WHEREAS, the respective boards of directors and Member of the Constituent Entities deem it advisable and in the best interests of the respective Constituent Entities and their respective shareholders and Member that the Merged Corporations be merged with and into the Surviving Company under and pursuant to Section 607.1108 of the Florida Business Corporation Act and Section 608.438 of the Florida Limited Liability Company Act, in a transaction that is treated, for federal income tax purposes only, as a tax-free liquidation of the Merged Corporations into the Member of the Surviving Company under Internal Revenue Code Section 332(a).

NOW, THEREFORE, in consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the Constituent Entities agree as follows:

1. Merger. The Merged Corporations shall merge with and into the Surviving Company, which shall be the surviving company, in a transaction that is treated, for federal income tax purposes only, as a tax-free liquidation of the Merged Corporations into the Member of the Surviving Company under Internal Revenue Code Section 332(a).

2. Terms and Conditions. At the Effective Time (as defined below) on the Effective Date (as defined below) of the merger, the separate existence of the Merged Corporations shall cease, and the Surviving Company shall succeed to all the rights, privileges, immunities, licenses and franchises, and all the property, real, personal and mixed, of the Merged Corporations, without the necessity for any separate transfers. The Surviving Company shall thereafter be responsible and liable for all liabilities and obligations of the Merged Corporations, and neither the rights of creditors nor any liens on the property of the Merged Corporations shall be impaired by the merger.

3. Conversion of Shares and Membership Interests. The manner and basis of converting the shares of the Merged Corporations into membership interests of the Surviving Company are as follows:

(a) Each share of the Common Stock of the Merged Corporations issued and outstanding on the Effective Date of the merger shall be canceled, and no payment shall be made to the holder thereof with respect thereto.

(b) All of the membership interests of the Surviving Company outstanding on the Effective Date of the merger shall remain outstanding.

4. Articles of Organization. The Articles of Organization of the Surviving Company, as in effect on the Effective Date of the merger, shall continue to be the Articles of Organization of said Surviving Company following the Effective Date of the merger, until further amended and changed pursuant to the provisions of the Florida Limited Liability Company Act.

5. Purposes of Surviving Company. The purposes set forth in the Articles of Organization of the Surviving Company, as in effect on the Effective Date of the merger, shall continue in full force and effect as the purposes of the Surviving Company following the Effective Date of the merger.

6. Operating Agreement of Surviving Company. The Operating Agreement of the Surviving Company, as in effect on the Effective Date of the merger, shall continue to be its Operating Agreement following the Effective Date of the merger.

7. Officers. The officers of the Surviving Company on the Effective Date of the merger shall continue as the officers of the Surviving Company following the merger for the full and unexpired terms of their offices and until their successors have been elected and appointed.

8. Approvals. This Agreement requires the approval of the respective boards of directors and shareholders of the Merged Corporations in accordance with the provisions of Section 607.1103 of the Florida Business Corporation Act and the approval of the Member of the Surviving Company pursuant to Section 608.4381 of the Florida Limited Liability Company Act, which approvals have been obtained.

9. Effective Time and Effective Date of the Merger.

(a) This Agreement and the merger shall become effective at 11:57 p.m. (the "Effective Time") on December 30, 2006 (the "Effective Date").

(b) The legal identity, existence, purposes, powers, objects, franchises, rights and immunities of the Surviving Company shall continue unaffected and unimpaired by the merger hereby provided for; and the corporate identity, existence, purposes, powers, objects, franchises, rights, and immunities of the Merged Corporations shall be continued in and merged into the Surviving Company and the Surviving Company shall be fully vested therewith.

10. Governing Law. This Agreement shall be construed in accordance with and governed by the laws of the State of Florida.

11. Counterparts, Effectiveness. This Agreement may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument. This Agreement shall become effective when each party hereto shall have received counterparts hereof signed by all of the other parties hereto.

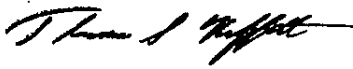
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IN WITNESS WHEREOF, each of the Constituent Entities, pursuant to authority duly granted by the respective directors, shareholders and Member of the Constituent Entities, has caused this Agreement to be executed by its duly authorized officers.

ATTEST:

HOLIDAY CVS, L.L.C.
(a Florida limited liability company)

By: CVS Pharmacy, Inc.,
Its Sole Member



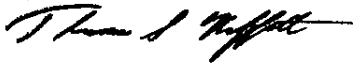
Name: Thomas S. Moffatt
Title: Assistant Secretary



By: _____
Name: Zenon P. Lankowsky
Title: Vice President

ATTEST:

34TH STREET CVS, INC.



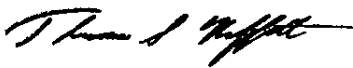
Name: Thomas S. Moffatt
Title: Secretary



By: _____
Name: Zenon P. Lankowsky
Title: President

ATTEST:

41ST STREET CVS, INC.



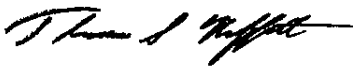
Name: Thomas S. Moffatt
Title: Secretary



By: _____
Name: Zenon P. Lankowsky
Title: President

ATTEST:

APOPKA CVS, INC.

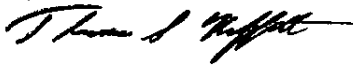


Name: Thomas S. Moffatt
Title: Secretary



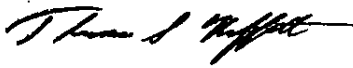
By: _____
Name: Zenon P. Lankowsky
Title: President

ATTEST:



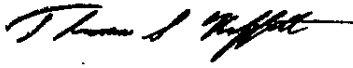
Name: Thomas S. Moffatt
Title: Secretary

ATTEST:



Name: Thomas S. Moffatt
Title: Secretary

ATTEST:



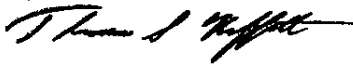
Name: Thomas S. Moffatt
Title: Secretary

ATTEST:



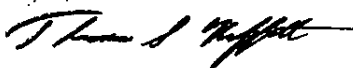
Name: Thomas S. Moffatt
Title: Secretary

ATTEST:



Name: Thomas S. Moffatt
Title: Secretary

ATTEST:



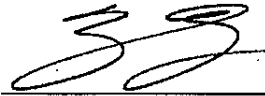
Name: Thomas S. Moffatt
Title: Secretary

ATLANTIC BLVD CVS, INC.

By: 

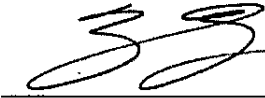
Name: Zenon P. Lankowsky
Title: President

BEARSS AVENUE CVS, INC.

By: 

Name: Zenon P. Lankowsky
Title: President

BRANDON CVS, INC.

By: 

Name: Zenon P. Lankowsky
Title: President

BUSCH CVS. INC.

By: 

Name: Zenon P. Lankowsky
Title: President

COMMERCIAL CVS. INC.

By: 

Name: Zenon P. Lankowsky
Title: President

CVS GILET INC

By: 

Name: Zenon P. Lankowsky
Title: President

ATTEST:

Thomas S. Moffatt

Name: Thomas S. Moffatt
Title: Secretary

ATTEST:

Thomas S. Moffatt

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Thomas S. Moffatt

Name: Thomas S. Moffatt
Title: Secretary

ATTEST:

Thomas S. Moffatt

Name: Thomas S. Moffatt
Title: Secretary

FOWLER TAMPA CVS, INC.

Zenon P. Lankowsky

By: _____
Name: Zenon P. Lankowsky
Title: President

FT. LAUDERDALE CVS, INC.

Zenon P. Lankowsky

By: _____
Name: Zenon P. Lankowsky
Title: President

JOHNSON HOLLYWOOD CVS, INC.

Zenon P. Lankowsky

By: _____
Name: Zenon P. Lankowsky
Title: President

KEY BISCAAYNE CVS, INC.

Zenon P. Lankowsky

By: _____
Name: Zenon P. Lankowsky
Title: President

KISSIMMEE CVS, INC.

Zenon P. Lankowsky

By: _____
Name: Zenon P. Lankowsky
Title: President

MARGATE CVS, INC.

Zenon P. Lankowsky

By: _____
Name: Zenon P. Lankowsky
Title: President

ATTEST:

Thomas S. Moffatt

Name: Thomas S. Moffatt
Title: Secretary

MIAMI 2ND AVENUE CVS, INC.

Zenon P. Lankowsky

By: _____
Name: Zenon P. Lankowsky
Title: President

ATTEST:

Thomas S. Moffatt

Name: Thomas S. Moffatt
Title: Secretary

PALM HARBOR CVS, INC.

Zenon P. Lankowsky

By: _____
Name: Zenon P. Lankowsky
Title: President

ATTEST:

Thomas S. Moffatt

Name: Thomas S. Moffatt
Title: Secretary

PHILLIPS CVS, INC.

Zenon P. Lankowsky

By: _____
Name: Zenon P. Lankowsky
Title: President

ATTEST:

Thomas S. Moffatt

Name: Thomas S. Moffatt
Title: Secretary

PINELLAS PARK CVS, INC.

Zenon P. Lankowsky

By: _____
Name: Zenon P. Lankowsky
Title: President

ATTEST:

Thomas S. Moffatt

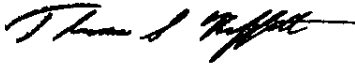
Name: Thomas S. Moffatt
Title: Secretary

ST. PETERSBURG CVS, INC.

Zenon P. Lankowsky

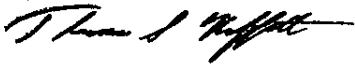
By: _____
Name: Zenon P. Lankowsky
Title: President

ATTEST:



Name: Thomas S. Moffatt
Title: Secretary

ATTEST:



Name: Thomas S. Moffatt
Title: Secretary

SURFSIDE CVS, INC.



By: _____
Name: Zenon P. Lankowsky
Title: President

TAFT UNIVERSITY CVS, INC.



By: _____
Name: Zenon P. Lankowsky
Title: President

EXHIBIT A

LIST OF THE FLORIDA CORPORATIONS
MERGING WITH AND INTO
HOLIDAY CVS, L.L.C.

<u>Name of Merging Corporation</u>	<u>Authorized Shares</u>	<u>Par Value Per Share</u>	<u>Total No. of Issued Shares</u>
34 th Street CVS, Inc.	100	No par value	100
41 st Street CVS, Inc.	100	No par value	100
Apopka CVS, Inc.	100	No par value	100
Atlantic Blvd CVS, Inc.	100	No par value	100
Bearss Avenue CVS, Inc.	100	No par value	100
Brandon CVS, Inc.	100	No par value	100
Busch CVS, Inc.	100	No par value	100
Commercial CVS, Inc.	100	No par value	100
CVS Gulf, Inc.	100	No par value	100
Fowler Tampa CVS, Inc.	100	No par value	100
Ft. Lauderdale CVS, Inc.	100	No par value	100
Johnson Hollywood CVS, Inc.	100	No par value	100
Key Biscayne CVS, Inc.	100	No par value	100
Kissimmee CVS, Inc.	100	No par value	100
Margate CVS, Inc.	100	No par value	100
Miami 2nd Avenue CVS, Inc.	100	No par value	100
Palm Harbor CVS, Inc.	100	No par value	100
Phillips CVS, Inc.	100	No par value	100
Pinellas Park CVS, Inc.	100	No par value	100
St. Petersburg CVS, Inc.	100	No par value	100
Surfside CVS, Inc.	100	No par value	100
Taft University CVS, Inc.	100	No par value	100