

L01000019490

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

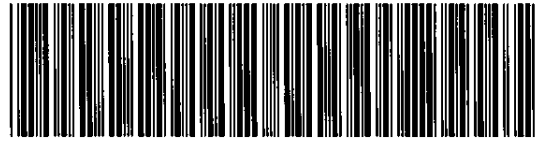
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EFFECTIVE DATE
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06 DEC 19 PM 4: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
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December 15, 2006

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

EFFECTIVE DATE
12/30/06

FILED
06 DEC 19 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 6806569 SO
Customer Reference 1: Florida
Customer Reference 2: 40 DE LLC's

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

EFFECTIVE DATE
12/30/06

FILED
06 DEC 19 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Certificate of Merger
For
Florida Limited Liability Company**

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>
CVS 75196 FL, L.L.C.	Delaware	LLC
CVS 75184 FL, L.L.C.	Delaware	LLC
CVS 4639 FL, L.L.C.	Delaware	LLC
CVS 5782 FL, L.L.C.	Delaware	LLC

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 11:59 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:



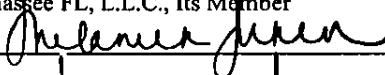
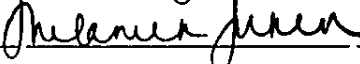
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

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:
CVS 75196 FL, L.L.C. By: CVS Corporation, Its Member		Zenon P. Lankowsky, Sec
CVS 75184 FL, L.L.C. By: CVS Corporation, Its Member		Zenon P. Lankowsky, Sec
CVS 4639 FL, L.L.C. By: CVS EGL Quincy Tallahassee FL, L.L.C., Its Member By: CVS Pharmacy, Inc., Its Member		Melanie K. Luker, Asst. Sec.
CVS 5782 FL, L.L.C. By: CVS Pharmacy, Inc., Its Member		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
--	---------

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>
CVS 75196 FL, L.L.C.	Delaware	LLC
CVS 75184 FL, L.L.C.	Delaware	LLC
CVS 4639 FL, L.L.C.	Delaware	LLC
CVS 5782 FL, L.L.C.	Delaware	LLC

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
40 DELAWARE LIMITED LIABILITY COMPANIES
INTO
HOLIDAY CVS, L.L.C.**

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows: (cont.)

Name	Jurisdiction	Form/Entity Type
CVS 5674 FL, L.L.C.	Delaware	LLC
CVS 5468 FL, L.L.C.	Delaware	LLC
CVS 3231 FL, L.L.C.	Delaware	LLC
CVS 5821 FL, L.L.C.	Delaware	LLC
CVS 5832 FL, L.L.C.	Delaware	LLC
CVS 5856 FL, L.L.C.	Delaware	LLC
CVS 5859 FL, L.L.C.	Delaware	LLC
CVS 5857 FL, L.L.C.	Delaware	LLC
CVS 4993 FL, L.L.C.	Delaware	LLC
Port Orange Realty Services, L.L.C.	Delaware	LLC
CVS 5929 FL, L.L.C.	Delaware	LLC
CVS 5919 FL, L.L.C.	Delaware	LLC
CVS 6753 FL, L.L.C.	Delaware	LLC
CVS 6855 FL, L.L.C.	Delaware	LLC
CVS 6843 FL, L.L.C.	Delaware	LLC
CVS 6860 FL, L.L.C.	Delaware	LLC
CVS 4769 FL, L.L.C.	Delaware	LLC
CVS 7130 FL, L.L.C.	Delaware	LLC
CVS 7127 FL, L.L.C.	Delaware	LLC
CVS 4997 FL, L.L.C.	Delaware	LLC
CVS 7174 FL, L.L.C.	Delaware	LLC
CVS 421 FL, L.L.C.	Delaware	LLC
CVS 4005 FL, L.L.C.	Delaware	LLC
CVS 1040 FL, L.L.C.	Delaware	LLC
CVS 5112 FL, L.L.C.	Delaware	LLC
CVS 3671 FL, L.L.C.	Delaware	LLC
CVS 646 FL, L.L.C.	Delaware	LLC
CVS 8415 FL, L.L.C.	Delaware	LLC
CVS 8446 FL, L.L.C.	Delaware	LLC
CVS 6019 FL, L.L.C.	Delaware	LLC
CVS 3274 FL, L.L.C.	Delaware	LLC

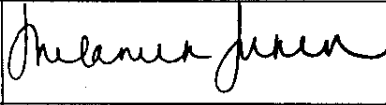
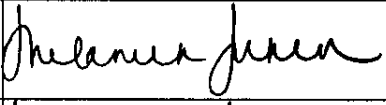
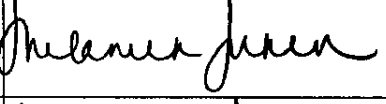
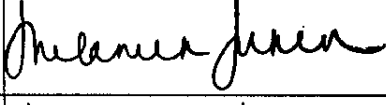
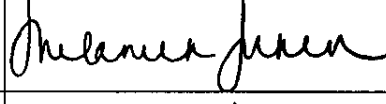
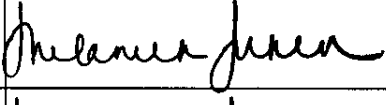
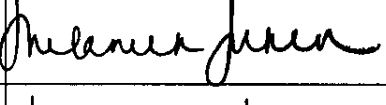

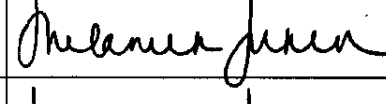
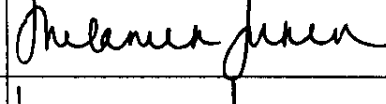
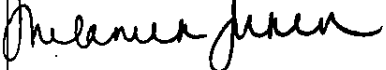
**EXHIBIT A
TO
FLORIDA CERTIFICATE OF MERGER
OF
40 DELAWARE LIMITED LIABILITY COMPANIES
INTO
HOLIDAY CVS, L.L.C.**

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows: (cont.)

Name	Jurisdiction	Form/Entity Type
CVS 770 FL, L.L.C.	Delaware	LLC
CVS 75128 FL, L.L.C.	Delaware	LLC
CVS 4629 FL, L.L.C.	Delaware	LLC
CVS 5182 FL, L.L.C.	Delaware	LLC
CVS 75180 FL, L.L.C.	Delaware	LLC

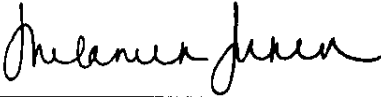
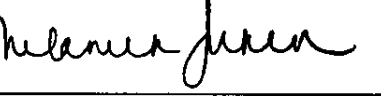
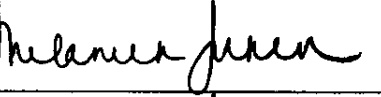
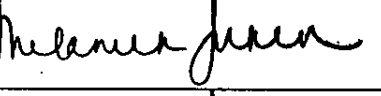
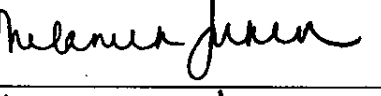
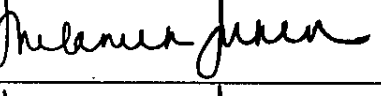
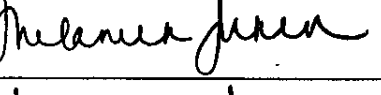
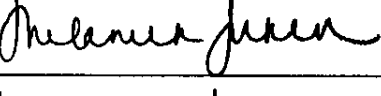
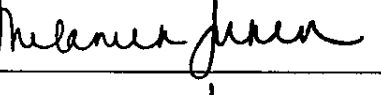
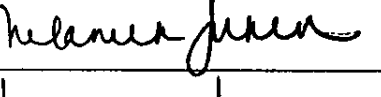
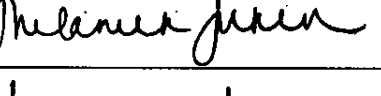

**EXHIBIT B
TO
FLORIDA CERTIFICATE OF MERGER
OF
40 DELAWARE LIMITED LIABILITY COMPANIES
INTO
HOLIDAY CVS, L.L.C.**

NINTH: Signature(s) for Each Party (cont.):

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
CVS 5674 FL, L.L.C. By: CVS Pharmacy, Inc., Its Member		Melanie K. Luker, Asst. Sec.
CVS 5468 FL, L.L.C. By: CVS Pharmacy, Inc., Its Member		Melanie K. Luker, Asst. Sec.
CVS 3231 FL, L.L.C. By: CVS Pharmacy, Inc., Its Member		Melanie K. Luker, Asst. Sec.
CVS 5821 FL, L.L.C. By: CVS Pharmacy, Inc., Its Member		Melanie K. Luker, Asst. Sec.
CVS 5832 FL, L.L.C. By: CVS Pharmacy, Inc., Its Member		Melanie K. Luker, Asst. Sec.
CVS 5856 FL, L.L.C. By: CVS Pharmacy, Inc., Its Member		Melanie K. Luker, Asst. Sec.
CVS 5859 FL, L.L.C. By: CVS Pharmacy, Inc., Its Member		Melanie K. Luker, Asst. Sec.
CVS 5857 FL, L.L.C. By: CVS Pharmacy, Inc., Its Member		Melanie K. Luker, Asst. Sec.
CVS 4993 FL, L.L.C. By: CVS Pharmacy, Inc., Its Member		Melanie K. Luker, Asst. Sec.
Port Orange Realty Services, L.L.C. By: CVS Pharmacy, Inc., Its Member		Melanie K. Luker, Asst. Sec.
CVS 5929 FL, L.L.C. By: CVS Pharmacy, Inc., Its Member		Melanie K. Luker, Asst. Sec.

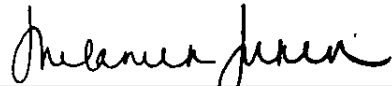
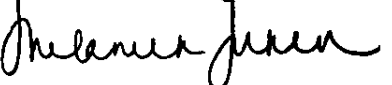


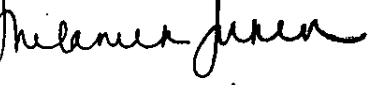
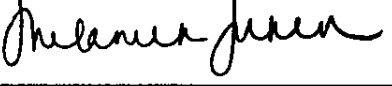

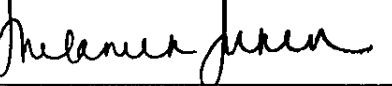
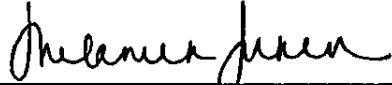
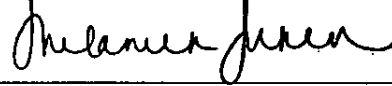
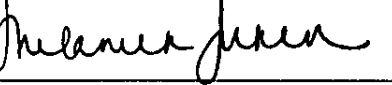

**EXHIBIT B
TO
FLORIDA CERTIFICATE OF MERGER
OF
40 DELAWARE LIMITED LIABILITY COMPANIES
INTO
HOLIDAY CVS, L.L.C.**

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows: (cont.)

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
CVS 5919 FL, L.L.C. By: CVS Pharmacy, Inc., Its Member		Melanie K. Luker, Asst. Sec.
CVS 6753 FL, L.L.C. By: CVS Pharmacy, Inc., Its Member		Melanie K. Luker, Asst. Sec.
CVS 6855 FL, L.L.C. By: CVS Pharmacy, Inc., Its Member		Melanie K. Luker, Asst. Sec.
CVS 6843 FL, L.L.C. By: CVS Pharmacy, Inc., Its Member		Melanie K. Luker, Asst. Sec.
CVS 6860 FL, L.L.C. By: CVS Pharmacy, Inc., Its Member		Melanie K. Luker, Asst. Sec.
CVS 4769 FL, L.L.C. By: CVS Pharmacy, Inc., Its Member		Melanie K. Luker, Asst. Sec.
CVS 7130 FL, L.L.C. By: CVS Pharmacy, Inc., Its Member		Melanie K. Luker, Asst. Sec.
CVS 7127 FL, L.L.C. By: CVS Pharmacy, Inc., Its Member		Melanie K. Luker, Asst. Sec.
CVS 4997 FL, L.L.C. By: CVS Pharmacy, Inc., Its Member		Melanie K. Luker, Asst. Sec.
CVS 7174 FL, L.L.C. By: CVS Pharmacy, Inc., Its Member		Melanie K. Luker, Asst. Sec.
CVS 421 FL, L.L.C. By: CVS Pharmacy, Inc., Its Member		Melanie K. Luker, Asst. Sec.
CVS 4005 FL, L.L.C. By: CVS Pharmacy, Inc., Its Member		Melanie K. Luker, Asst. Sec.

**EXHIBIT B
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OF
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INTO
HOLIDAY CVS, L.L.C.**

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows: (cont.)

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
CVS 1040 FL, L.L.C. By: CVS Pharmacy, Inc., Its Member		Melanie K. Luker, Asst. Sec.
CVS 5112 FL, L.L.C. By: CVS Pharmacy, Inc., Its Member		Melanie K. Luker, Asst. Sec.
CVS 3671 FL, L.L.C. By: CVS Pharmacy, Inc., Its Member		Melanie K. Luker, Asst. Sec.
CVS 646 FL, L.L.C. By: CVS Pharmacy, Inc., Its Member		Melanie K. Luker, Asst. Sec.
CVS 8415 FL, L.L.C. By: CVS Pharmacy, Inc., Its Member		Melanie K. Luker, Asst. Sec.
CVS 8446 FL, L.L.C. By: CVS Pharmacy, Inc., Its Member		Melanie K. Luker, Asst. Sec.
CVS 6019 FL, L.L.C. By: CVS Pharmacy, Inc., Its Member		Melanie K. Luker, Asst. Sec.
CVS 3274 FL, L.L.C. By: CVS Pharmacy, Inc., Its Member		Melanie K. Luker, Asst. Sec.
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CVS 5182 FL, L.L.C. By: CVS Pharmacy, Inc., Its Member		Melanie K. Luker, Asst. Sec.

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INTO
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FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows: (cont.)


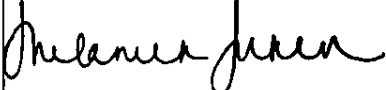
Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
CVS 75180 FL, L.L.C. By: Florida CVS Pharmacy, L.L.C., Its Member By: CVS Pharmacy, Inc., Its Member		Melanie K. Luker, Asst. Sec.
Holiday CVS, L.L.C. By: CVS Pharmacy, Inc., Its Member		Melanie K. Luker, Asst. Sec.

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 DELAWARE LIMITED LIABILITY COMPANIES SET FORTH ON EXHIBIT A ATTACHED HERETO (the "Merged LLCs") (hereinafter the Merged LLCs and the Surviving Company are collectively referred to as the "Constituent Entities").

WITNESSETH:

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 LLCs are duly organized and existing under the laws of the State of Delaware and are disregarded as entities separate from their respective owners under Internal Revenue Regulation Section 301.7701-3; and

WHEREAS, the holders of one hundred percent (100%) of the membership interests of each of the Merged LLCs (collectively referred to hereinafter as the "LLC Members") are designated on Exhibit A attached hereto; and

WHEREAS, prior to the Effective Time (as defined below) of the merger contemplated hereunder, CVS Corporation will contribute one hundred percent (100%) of the membership interests of the two (2) Merged LLCs which it owns to CVS New York, Inc. (hereinafter referred to as the "CVS Corp Contribution") (CVS New York, Inc. thereby shall become the sole member of both of the two (2) Merged LLCs previously owned by CVS Corporation); and

WHEREAS, prior to the Effective Time of the merger contemplated hereunder, but following the CVS Corp Contribution, CVS New York, Inc. will contribute one hundred percent (100%) of the membership interests of the two (2) Merged LLCs which it received pursuant to the CVS Corp Contribution to the Member of the Surviving Company (hereinafter referred to as the "CVS NY Contribution") (the Member of the Surviving Company thereby shall become the sole member of both of the two (2) Merged LLCs previously owned by CVS New York, Inc.); and

WHEREAS, prior to the Effective Time of the merger contemplated hereunder, but following the CVS Corp Contribution and the CVS NY Contribution, CVS EGL Quincy

Tallahassee FL, L.L.C. (which is the sole member of CVS 4639 FL, L.L.C., one of the Merged LLCs) and Florida CVS Pharmacy, L.L.C. (which is the sole member of CVS 75180 FL, L.L.C., one of the Merged LLCs) will merge with and into the Surviving Company (hereinafter referred to as the "Florida LLCs Merger") in a transaction that will be without federal income tax consequences (the Surviving Company thereby shall become the sole member of the Merged LLCs known as CVS 4639 FL, L.L.C. and CVS 75180 FL, L.L.C. which were previously owned by CVS EGL Quincy Tallahassee FL, L.L.C. and Florida CVS Pharmacy, L.L.C., respectively); and

WHEREAS, prior to the Effective Time of the merger contemplated hereunder, but following the CVS Corp Contribution, the CVS NY Contribution and the Florida LLCs Merger, the Surviving Company will distribute one hundred (100%) percent of the membership interests of the Merged LLCs known as CVS 4639 FL, L.L.C. and CVS 75180 FL, L.L.C. to the Member of the Surviving Company (hereinafter referred to as the "Holiday CVS Distribution") (the Member of the Surviving Company thereby shall become the sole member of the Merged LLCs known as CVS 4639 FL, L.L.C. and CVS 75180 FL, L.L.C.); and

WHEREAS, prior to the Effective Time of the merger contemplated hereunder, pursuant to the CVS Corp Contribution, the CVS NY Contribution, the Florida LLCs Merger and the Holiday CVS Distribution, the Member of the Surviving Company shall be and become the sole member of all of the Merged LLCs, including those Merged LLCs set forth on Exhibit A which were initially owned by CVS Corporation, CVS EGL Quincy Tallahassee FL, L.L.C. and Florida CVS Pharmacy, L.L.C.; and

WHEREAS, the Member and LLC Members of the Constituent Entities deem it advisable and in the best interests of the respective Constituent Entities and their respective members that the Merged LLCs be merged with and into the Surviving Company under and pursuant to Section 18-209 of the Delaware Limited Liability Company Act and Section 608.438 of the Florida Limited Liability Company Act, in a transaction that is without federal income tax consequences.

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 LLCs shall merge with and into the Surviving Company, which shall be the surviving company, in a transaction that is without federal income tax consequences.

2. Terms and Conditions. At the Effective Time on the Effective Date (as defined below) of the merger, the separate existence of the Merged LLCs 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 LLCs, without the necessity for any separate transfers. The Surviving Company shall thereafter be responsible and liable for all liabilities and obligations of the Merged LLCs, and neither the rights of creditors nor any liens on the property of the Merged LLCs shall be impaired by the merger.

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

(a) All of the membership interests of the Merged LLCs 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 LLC Members (ratified by CVS New York, Inc. and the Member in its capacity as successor member of certain of the Merged LLCs) of the Merged LLCs under and pursuant to Section 18-209 of the Delaware Limited Liability Company 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 11:59 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 legal identity, existence, purposes, powers, objects, franchises,

rights, and immunities of the Merged LLCs 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 and, insofar as applicable, by the merger provisions of the Delaware Limited Liability Company Act.

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.


[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, each of the Constituent Entities, pursuant to authority duly granted by the respective Member and LLC Members 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:

CVS 75196 FL, L.L.C.
(a Delaware limited liability company)

By: CVS Corporation,
Its Sole Member



Name: Zenon P. Lankowsky
Title: Secretary

By: _____
Name: Carol A. DeNale
Title: Vice President and Treasurer

ATTEST:

CVS 75184 FL, L.L.C.
(a Delaware limited liability company)

By: CVS Corporation,
Its Sole Member




Name: Zenon P. Lankowsky
Title: Secretary

By: _____
Name: Carol A. DeNale
Title: Vice President and Treasurer

**[Signature Page to Agreement and Plan of Merger of
the 40 Delaware (FL) Inactive Real Estate LLCs
into Holiday CVS, L.L.C.]**

ATTEST:



Name: Thomas S. Moffatt
Title: Assistant Secretary

CVS 4639 FL, L.L.C.
(a Delaware limited liability company)

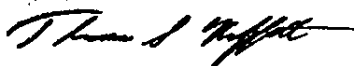
By: CVS EGL Quincy Tallahassee FL, L.L.C.
Its Sole Member

By: CVS Pharmacy, Inc.
Its Sole Member



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

ATTEST:



Name: Thomas S. Moffatt
Title: Assistant Secretary

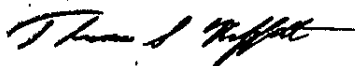
CVS 5782 FL, L.L.C.
(a Delaware limited liability company)

By: CVS Pharmacy, Inc.,
Its Sole Member



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

ATTEST:



Name: Thomas S. Moffatt
Title: Assistant Secretary

CVS 5674 FL, L.L.C.
(a Delaware limited liability company)

By: CVS Pharmacy, Inc.,
Its Sole Member



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

ATTEST:



Name: Thomas S. Moffatt
Title: Assistant Secretary

CVS 5468 FL, L.L.C.
(a Delaware limited liability company)

By: CVS Pharmacy, Inc.,
Its Sole Member



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

ATTEST:



Name: Thomas S. Moffatt
Title: Assistant Secretary

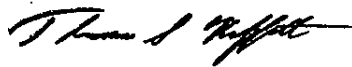
CVS 3231 FL, L.L.C.
(a Delaware limited liability company)

By: CVS Pharmacy, Inc.,
Its Sole Member



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

ATTEST:



Name: Thomas S. Moffatt
Title: Assistant Secretary

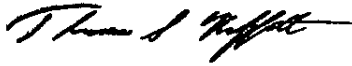
CVS 5821 FL, L.L.C.
(a Delaware limited liability company)

By: CVS Pharmacy, Inc.,
Its Sole Member



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

ATTEST:



Name: Thomas S. Moffatt
Title: Assistant Secretary

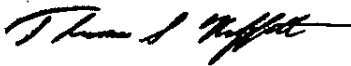
CVS 5832 FL, L.L.C.
(a Delaware limited liability company)

By: CVS Pharmacy, Inc.,
Its Sole Member



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

ATTEST:



Name: Thomas S. Moffatt
Title: Assistant Secretary

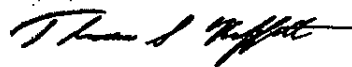
CVS 5856 FL, L.L.C.
(a Delaware limited liability company)

By: CVS Pharmacy, Inc.,
Its Sole Member



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

ATTEST:



Name: Thomas S. Moffatt
Title: Assistant Secretary

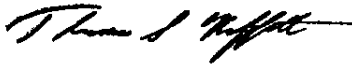
CVS 5859 FL, L.L.C.
(a Delaware limited liability company)

By: CVS Pharmacy, Inc.,
Its Sole Member



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

ATTEST:



Name: Thomas S. Moffatt
Title: Assistant Secretary

CVS 5857 FL, L.L.C.
(a Delaware limited liability company)

By: CVS Pharmacy, Inc.,
Its Sole Member



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

ATTEST:



Name: Thomas S. Moffatt
Title: Assistant Secretary

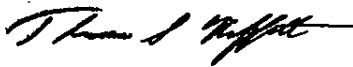
CVS 4993 FL, L.L.C.
(a Delaware limited liability company)

By: CVS Pharmacy, Inc.,
Its Sole Member



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

ATTEST:



Name: Thomas S. Moffatt
Title: Assistant Secretary

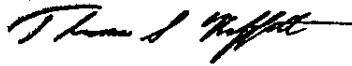
PORT ORANGE REALTY SERVICES, L.L.C.
(a Delaware limited liability company)

By: CVS Pharmacy, Inc.,
Its Sole Member



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

ATTEST:



Name: Thomas S. Moffatt
Title: Assistant Secretary

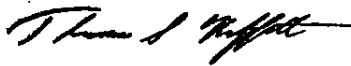
CVS 5929 FL, L.L.C.
(a Delaware limited liability company)

By: CVS Pharmacy, Inc.,
Its Sole Member



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

ATTEST:



Name: Thomas S. Moffatt
Title: Assistant Secretary

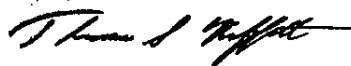
CVS 5919 FL, L.L.C.
(a Delaware limited liability company)

By: CVS Pharmacy, Inc.,
Its Sole Member



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

ATTEST:



Name: Thomas S. Moffatt
Title: Assistant Secretary

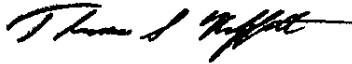
CVS 6753 FL, L.L.C.
(a Delaware limited liability company)

By: CVS Pharmacy, Inc.,
Its Sole Member



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

ATTEST:



Name: Thomas S. Moffatt
Title: Assistant Secretary


CVS 6855 FL, L.L.C.
(a Delaware limited liability company)

By: CVS Pharmacy, Inc.,
Its Sole Member



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

ATTEST:



Name: Thomas S. Moffatt
Title: Assistant Secretary

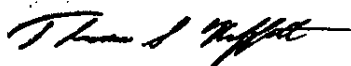
CVS 6843 FL, L.L.C.
(a Delaware limited liability company)

By: CVS Pharmacy, Inc.,
Its Sole Member



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

ATTEST:



Name: Thomas S. Moffatt
Title: Assistant Secretary

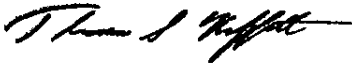
CVS 6860 FL, L.L.C.
(a Delaware limited liability company)

By: CVS Pharmacy, Inc.,
Its Sole Member



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

ATTEST:



Name: Thomas S. Moffatt
Title: Assistant Secretary

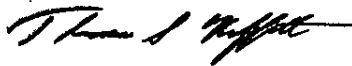
CVS 4769 FL, L.L.C.
(a Delaware limited liability company)

By: CVS Pharmacy, Inc.,
Its Sole Member



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

ATTEST:



Name: Thomas S. Moffatt
Title: Assistant Secretary

CVS 7130 FL, L.L.C.
(a Delaware limited liability company)

By: CVS Pharmacy, Inc.,
Its Sole Member



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

ATTEST:



Name: Thomas S. Moffatt
Title: Assistant Secretary

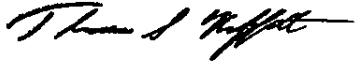
CVS 7127 FL, L.L.C.
(a Delaware limited liability company)

By: CVS Pharmacy, Inc.,
Its Sole Member



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

ATTEST:



Name: Thomas S. Moffatt
Title: Assistant Secretary

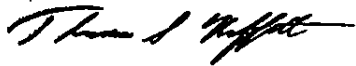
CVS 4997 FL, L.L.C.
(a Delaware limited liability company)

By: CVS Pharmacy, Inc.,
Its Sole Member



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

ATTEST:



Name: Thomas S. Moffatt
Title: Assistant Secretary

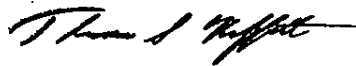
CVS 7174 FL, L.L.C.
(a Delaware limited liability company)

By: CVS Pharmacy, Inc.,
Its Sole Member



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

ATTEST:



Name: Thomas S. Moffatt
Title: Assistant Secretary

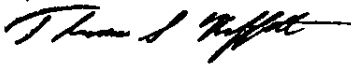
CVS 421 FL, L.L.C.
(a Delaware limited liability company)

By: CVS Pharmacy, Inc.,
Its Sole Member



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

ATTEST:



Name: Thomas S. Moffatt
Title: Assistant Secretary

CVS 4005 FL, L.L.C.
(a Delaware limited liability company)

By: CVS Pharmacy, Inc.,
Its Sole Member



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

ATTEST:



Name: Thomas S. Moffatt
Title: Assistant Secretary


CVS 1040 FL, L.L.C.
(a Delaware limited liability company)

By: CVS Pharmacy, Inc.,
Its Sole Member



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

ATTEST:



Name: Thomas S. Moffatt
Title: Assistant Secretary

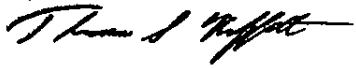
CVS 5112 FL, L.L.C.
(a Delaware limited liability company)

By: CVS Pharmacy, Inc.,
Its Sole Member



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

ATTEST:



Name: Thomas S. Moffatt
Title: Assistant Secretary

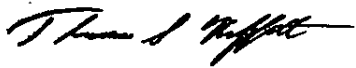
CVS 3671 FL, L.L.C.
(a Delaware limited liability company)

By: CVS Pharmacy, Inc.,
Its Sole Member



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

ATTEST:



Name: Thomas S. Moffatt
Title: Assistant Secretary

CVS 646 FL, L.L.C.
(a Delaware limited liability company)

By: CVS Pharmacy, Inc.,
Its Sole Member



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

ATTEST:



Name: Thomas S. Moffatt
Title: Assistant Secretary

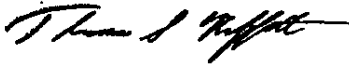
CVS 8415 FL, L.L.C.
(a Delaware limited liability company)

By: CVS Pharmacy, Inc.,
Its Sole Member



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

ATTEST:



Name: Thomas S. Moffatt
Title: Assistant Secretary

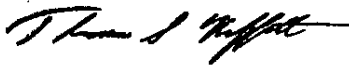
CVS 8446 FL, L.L.C.
(a Delaware limited liability company)

By: CVS Pharmacy, Inc.,
Its Sole Member



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

ATTEST:



Name: Thomas S. Moffatt
Title: Assistant Secretary

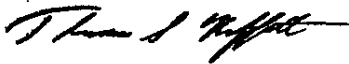
CVS 6019 FL, L.L.C.
(a Delaware limited liability company)

By: CVS Pharmacy, Inc.,
Its Sole Member



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

ATTEST:



Name: Thomas S. Moffatt
Title: Assistant Secretary

CVS 3274 FL, L.L.C.
(a Delaware limited liability company)

By: CVS Pharmacy, Inc.,
Its Sole Member



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

ATTEST:



Name: Thomas S. Moffatt
Title: Assistant Secretary

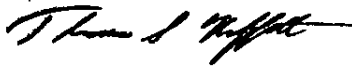
CVS 770 FL, L.L.C.
(a Delaware limited liability company)

By: CVS Pharmacy, Inc.,
Its Sole Member



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

ATTEST:



Name: Thomas S. Moffatt
Title: Assistant Secretary

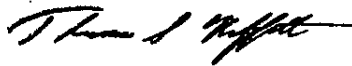
CVS 75128 FL, L.L.C.
(a Delaware limited liability company)

By: CVS Pharmacy, Inc.,
Its Sole Member



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

ATTEST:



Name: Thomas S. Moffatt
Title: Assistant Secretary

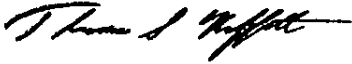
CVS 4629 FL, L.L.C.
(a Delaware limited liability company)

By: CVS Pharmacy, Inc.,
Its Sole Member



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

ATTEST:



Name: Thomas S. Moffatt
Title: Assistant Secretary

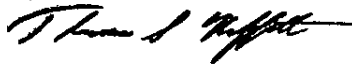
CVS 5182 FL, L.L.C.
(a Delaware limited liability company)

By: CVS Pharmacy, Inc.,
Its Sole Member



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

ATTEST:



Name: Thomas S. Moffatt
Title: Assistant Secretary

CVS 75180 FL, L.L.C.
(a Delaware limited liability company)

By: Florida CVS Pharmacy, L.L.C.,
Its Sole Member

By: CVS Pharmacy, Inc.,
Its Sole Member



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

EXHIBIT A

LIST OF THE DELAWARE LIMITED LIABILITY COMPANIES
MERCING WITH AND INTO
HOLIDAY CVS, L.L.C.

Name of Merging LLC	Name of Sole Member of Merging LLC
CVS 75196 FL, L.L.C.	CVS Corporation
CVS 75184 FL, L.L.C.	CVS Corporation
CVS 4639 FL, L.L.C.	CVS EGL Quincy Tallahassee FL, L.L.C.
CVS 5782 FL, L.L.C.	CVS Pharmacy, Inc.
CVS 5674 FL, L.L.C.	CVS Pharmacy, Inc.
CVS 5468 FL, L.L.C.	CVS Pharmacy, Inc.
CVS 3231 FL, L.L.C.	CVS Pharmacy, Inc.
CVS 5821 FL, L.L.C.	CVS Pharmacy, Inc.
CVS 5832 FL, L.L.C.	CVS Pharmacy, Inc.
CVS 5856 FL, L.L.C.	CVS Pharmacy, Inc.
CVS 5859 FL, L.L.C.	CVS Pharmacy, Inc.
CVS 5857 FL, L.L.C.	CVS Pharmacy, Inc.
CVS 4993 FL, L.L.C.	CVS Pharmacy, Inc.
Port Orange Realty Services, L.L.C.	CVS Pharmacy, Inc.
CVS 5929 FL, L.L.C.	CVS Pharmacy, Inc.
CVS 5919 FL, L.L.C.	CVS Pharmacy, Inc.
CVS 6753 FL, L.L.C.	CVS Pharmacy, Inc.
CVS 6855 FL, L.L.C.	CVS Pharmacy, Inc.
CVS 6843 FL, L.L.C.	CVS Pharmacy, Inc.
CVS 6860 FL, L.L.C.	CVS Pharmacy, Inc.
CVS 4769 FL, L.L.C.	CVS Pharmacy, Inc.
CVS 7130 FL, L.L.C.	CVS Pharmacy, Inc.
CVS 7127 FL, L.L.C.	CVS Pharmacy, Inc.
CVS 4997 FL, L.L.C.	CVS Pharmacy, Inc.
CVS 7174 FL, L.L.C.	CVS Pharmacy, Inc.
CVS 421 FL, L.L.C.	CVS Pharmacy, Inc.
CVS 4005 FL, L.L.C.	CVS Pharmacy, Inc.
CVS 1040 FL, L.L.C.	CVS Pharmacy, Inc.
CVS 5112 FL, L.L.C.	CVS Pharmacy, Inc.
CVS 3671 FL, L.L.C.	CVS Pharmacy, Inc.
CVS 646 FL, L.L.C.	CVS Pharmacy, Inc.
CVS 8415 FL, L.L.C.	CVS Pharmacy, Inc.
CVS 8446 FL, L.L.C.	CVS Pharmacy, Inc.
CVS 6019 FL, L.L.C.	CVS Pharmacy, Inc.
CVS 3274 FL, L.L.C.	CVS Pharmacy, Inc.
CVS 770 FL, L.L.C.	CVS Pharmacy, Inc.

Name of Merging LLC	Name of Sole Member of Merging LLC
CVS 75128 FL, L.L.C.	CVS Pharmacy, Inc.
CVS 4629 FL, L.L.C.	CVS Pharmacy, Inc.
CVS 5182 FL, L.L.C.	CVS Pharmacy, Inc.
CVS 75180 FL, L.L.C.	Florida CVS Pharmacy, L.L.C.