

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 07 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 820400 (0)
 1. Corporation Name
BAXTER HEALTHCARE CORPORATION



Principal Place of Business ONE BAXTER PARKWAY P. O. BOX 703 DEERFIELD IL 60015-4625	Mailing Address ONE BAXTER PARKWAY P. O. BOX 703 DEERFIELD IL 60015-4625
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt #, etc 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt #, etc 27 City & State 28 Zip 29 Country	3. Date Incorporated or Qualified 04/10/1967	4. FEI Number 36-2604143 Applied For <input type="checkbox"/> Not Applicable
		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees
		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324	10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City 85 Zip Code FL
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11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (Signature, typed or printed name of registered agent and title if applicable) (NOTE: Registered Agent signature required when resigning) DATE _____

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	P	<input checked="" type="checkbox"/> DELETE		1.1 TITLE	P/O	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	STAUBITZ, ARTHUR F			1.2 NAME	Harry U. Jansen Kraemer, Jr.		
STREET ADDRESS	232 DEERFIELD RD			1.3 STREET ADDRESS	one Baxter Parkway		
CITY-ST-ZIP	DEERFIELD IL			1.4 CITY-ST-ZIP	Deerfield IL 60015		
TITLE	V	<input checked="" type="checkbox"/> DELETE		2.1 TITLE	V	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	STUBITZ, ARTHUR F.			2.2 NAME	Brian P. Anderson		
STREET ADDRESS	232 DEERFIELD RD			2.3 STREET ADDRESS	One Baxter Parkway		
CITY-ST-ZIP	DEERFIELD IL			2.4 CITY-ST-ZIP	Deerfield IL 60015		
TITLE	C	<input checked="" type="checkbox"/> DELETE		3.1 TITLE	Steven J. Meyer	<input checked="" type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
NAME	ANDERSON, BRIAN P			3.2 NAME	One Baxter Parkway		
STREET ADDRESS	1705 SAUNDERS RD			3.3 STREET ADDRESS	Deerfield IL 60015		
CITY-ST-ZIP	DEERFIELD IL			3.4 CITY-ST-ZIP	Deerfield IL 60015		
TITLE	DP	<input checked="" type="checkbox"/> DELETE		4.1 TITLE	CVP/O	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	KNIGHT, LESTER B			4.2 NAME	Thomas J. Sabatino, Jr.		
STREET ADDRESS	1005 CHESTNUT			4.3 STREET ADDRESS	one Baxter Parkway		
CITY-ST-ZIP	WILMETTE IL 60091			4.4 CITY-ST-ZIP	Deerfield IL 60015		
TITLE	S	<input checked="" type="checkbox"/> DELETE		5.1 TITLE	S	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	MEKEE, DAVID C			5.2 NAME	Jan S. Reed		
STREET ADDRESS	228 SURREY LANE			5.3 STREET ADDRESS	one Baxter Parkway		
CITY-ST-ZIP	LAKE FOREST FL			5.4 CITY-ST-ZIP	Deerfield IL 60015		
TITLE	SVPC	<input checked="" type="checkbox"/> DELETE		6.1 TITLE	D	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	KRAEMER, HARRY M. JR.			6.2 NAME	Vernon R. Loucks, Jr.		
STREET ADDRESS	936 SENECA RD			6.3 STREET ADDRESS	one Baxter Parkway		
CITY-ST-ZIP	WILMETTE IL			6.4 CITY-ST-ZIP	Deerfield IL 60015		

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or in an attachment with an address.

SIGNATURE: *Dennis R. Owczarski*
DENNIS R. OWCZARSKI
ASSISTANT TREASURER 4/16/98

CR2E034 (10/97)

**BAXTER HEALTHCARE CORPORATION
LIST OF OFFICERS AND DIRECTORS
F.E.I.N. 36-2604143**

<u>Officers</u>	<u>Title</u>	<u>Business Address</u>
Harry M. Jansen Kraemer, Jr.	President	One Baxter Parkway Deerfield, IL 60015
Brian P. Anderson	Senior Vice President and Chief Financial Officer	One Baxter Parkway Deerfield, IL 60015
Arthur F. Staubitz	Senior Vice President	One Baxter Parkway Deerfield, IL 60015
Timothy B. Anderson	Group Vice President	One Baxter Parkway Deerfield, IL 60015
Jack L. McGinley	Group Vice President	One Baxter Parkway Deerfield, IL 60015
Donald W. Joseph	Group Vice President	One Baxter Parkway Deerfield, IL 60015
Michael A. Mussallem	Group Vice President	One Baxter Parkway Deerfield, IL 60015
David F. Drohan	Corporate Vice President	One Baxter Parkway Deerfield, IL 60015
John F. Galther, Jr.	Corporate Vice President	One Baxter Parkway Deerfield, IL 60015
James M. Gatling	Corporate Vice President	One Baxter Parkway Deerfield, IL 60015
Roberto E. Perez	Corporate Vice President	One Baxter Parkway Deerfield, IL 60015
David C. McKee	Corporate Vice President and Deputy General Counsel	One Baxter Parkway Deerfield, IL 60015
Thomas J. Sabatino, Jr.	Corporate Vice President and General Counsel	One Baxter Parkway Deerfield, IL 60015
Jan S. Reed	Secretary	One Baxter Parkway Deerfield, IL 60015
J. Patrick Fitzsimmons	Assistant Secretary	One Baxter Parkway Deerfield, IL 60015
Jaime Einstein	Assistant Secretary	One Baxter Parkway Deerfield, IL 60015
Michael C. Schiffer	Assistant Secretary	One Baxter Parkway Deerfield, IL 60015
Jay P. Werthelm	Assistant Secretary	One Baxter Parkway Deerfield, IL 60015
Steven J. Meyer	Treasurer	One Baxter Parkway Deerfield, IL 60015
Dennis R. Owczarski	Assistant Treasurer	One Baxter Parkway Deerfield, IL 60015
Charles W. Thurman	Assistant Treasurer	One Baxter Parkway Deerfield, IL 60015
 <u>Directors</u>		
Harry M. Jansen Kraemer, Jr.		One Baxter Parkway Deerfield, IL 60015
Vernon R. Loucks, Jr.		One Baxter Parkway Deerfield, IL 60015
Thomas J. Sabatino, Jr.		One Baxter Parkway Deerfield, IL 60015