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Secretary of State

04-26-1999 90291 010 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 820400

1. Corporation Name
BAXTER HEALTHCARE CORPORATION



Principal Place of Business ONE BAXTER PARKWAY P. O. BOX 713 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	2a. Mailing Address	3. Date Incorporated or Qualified 04/10/1967	4. FEI Number 36-2604143	Applied For <input type="checkbox"/> Not Applicable
21. State	26. State, Apt. #, etc.	5. Certificate of Status Desired <input type="checkbox"/> \$9.75 Additional Fee Required	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	7. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
22. City & State	27. City & State	8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
23. Zip Country	28. Zip Country			
24. Zip	25. Country	29. Zip	30. Country	

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324		81. Name	
		82. Street Address (P.O. Box Number is Not Acceptable)	
		83. City	
		84. City	FL 85. Zip Code

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, am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

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

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KRAEMER, JR H	1.2 NAME	
STREET ADDRESS	ONE BAXTER PKWY	1.3 STREET ADDRESS	
CITY-STATE-ZIP	DEERFIELD IL 60015	1.4 CITY-STATE-ZIP	
TITLE	V <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ANDERSON, B P	2.2 NAME	
STREET ADDRESS	ONE BAXTER PKWY	2.3 STREET ADDRESS	
CITY-STATE-ZIP	DEERFIELD IL 60015	2.4 CITY-STATE-ZIP	
TITLE	T <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MEYER, S J	3.2 NAME	
STREET ADDRESS	ONE BAXTER PKWY	3.3 STREET ADDRESS	
CITY-STATE-ZIP	DEERFIELD IL 60015	3.4 CITY-STATE-ZIP	
TITLE	CD <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SABATINO, JR T J	4.2 NAME	
STREET ADDRESS	ONE BAXTER PKWY	4.3 STREET ADDRESS	
CITY-STATE-ZIP	DEERFIELD IL 60015	4.4 CITY-STATE-ZIP	
TITLE	S <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	REED, J S	5.2 NAME	
STREET ADDRESS	ONE BAXTER PKWY	5.3 STREET ADDRESS	
CITY-STATE-ZIP	DEERFIELD IL 60015	5.4 CITY-STATE-ZIP	
TITLE	D <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LOUCKS, JR V R	6.2 NAME	
STREET ADDRESS	ONE BAXTER PKWY	6.3 STREET ADDRESS	
CITY-STATE-ZIP	DEERFIELD IL 60015	6.4 CITY-STATE-ZIP	

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 on an attachment with an address, with all other like empowered.

SIGNATURE: *Dennis R. Owczarski* **DENNIS R. OWCZARSKI** 4/20/99
 ASSISTANT TREASURER
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (11/98)

**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
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. Gaither, Jr.	Corporate Vice President	One Baxter Parkway Deerfield, IL 60015
James M. Gatling	Corporate Vice President	One Baxter Parkway Deerfield, IL 60015
Thomas H. Glanzmann	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. Wertheim	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>		
Vernon R. Loucks, Jr.		One Baxter Parkway Deerfield, IL 60015
Harry M. Jansen Kraemer, Jr.		One Baxter Parkway Deerfield, IL 60015
Thomas J. Sabatino, Jr.		One Baxter Parkway Deerfield, IL 60015

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