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May 11, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P01901

1. Corporation Name
XVIII B MEDI MART, INC.

Principal Place of Business
8121 10TH AVE. N.
GOLDEN VALLEY MN 55427

Mailing Address
8121 10TH AVE. N.
GOLDEN VALLEY MN 55427



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
05/07/1984

4. FEI Number
41-1240386 Applied For
Not Applicable

5. Certificate of Status Desired \$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business
21

2a. Mailing Address
26

Suite, Apt. #, etc.
22

Suite, Apt. #, etc.
27

City & State
23

City & State
28

Zip Country
24 25

Zip Country
29 30

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH 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 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. 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 reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE V
NAME KEELER, GARY H
STREET ADDRESS 8121 10TH AVENUE NORTH
CITY-ST-ZIP GOLDEN VALLEY MN

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP Change Addition

TITLE D
NAME WATSON, DOUGLAS G
STREET ADDRESS 556 MORRIS AVE
CITY-ST-ZIP SUMMIT NJ

2.1 TITLE Change Addition
2.2 NAME PAUL C JULIAN
2.3 STREET ADDRESS 8741 LANDMARK ROAD
2.4 CITY-ST-ZIP RICHMOND VA 23228

TITLE DCP
NAME CARR, ROBERT G.
STREET ADDRESS 8121 10TH AVE N
CITY-ST-ZIP GOLDEN VALLEY MN

3.1 TITLE Change Addition
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

TITLE D
NAME EBELING, THOMAS
STREET ADDRESS LICHSTRASSE 35, CH 4002
CITY-ST-ZIP BASEL SW

4.1 TITLE Change Addition
4.2 NAME DT NICHOLAS A LOIACONO
4.3 STREET ADDRESS ONE POST STREET
4.4 CITY-ST-ZIP SAN FRANCISCO CA 94104

TITLE S
NAME VANCE-BRYAN, DIANA
STREET ADDRESS 8121 10TH AVENUE NORTH
CITY-ST-ZIP GOLDEN VALLEY MN

5.1 TITLE Change Addition
5.2 NAME DS NANCY A MILLER
5.3 STREET ADDRESS ONE POST STREET
5.4 CITY-ST-ZIP SAN FRANCISCO CA 94104

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

6.1 TITLE Change Addition
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-ST-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: James E. Thompson James E. Thompson

4-23-99

(612) 595-6000

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (11/98)

545393-90042-11
Doc # PD1401

**XVIII B Medi Mart, Inc.
Directors and Officers Listing
As Of December 1998**

<u>Officers</u>	<u>Officers Title</u>	<u>Address</u>
Paul C. Julian	Chairman of the Board	8741 Landmark Road, Richmond, VA 23228
Robert G. Carr	President and Chief Executive Officer	8121 10th Avenue North, Golden Valley, MN, 55427
John A. Gappa	Sr. VP, Reimbursement, Chief Financial Officer and Assistant Treasurer	8121 10th Avenue North, Golden Valley, MN, 55427
Diana Vance-Bryan	VP, Human Resources, General Counsel and Assistant Secretary	8121 10th Avenue North, Golden Valley, MN, 55427
James E. Thompson	Assistant Secretary	8121 10th Avenue North, Golden Valley, MN, 55427
Nicholas A. Loiacono	VP and Treasurer	One Post Street, San Francisco, CA 94104
Nancy A. Miller	VP and Secretary	One Post Street, San Francisco, CA 94104
Gary H. Keeler	Senior Vice President, Sales and Marketing	8121 10th Avenue North, Golden Valley, MN, 55427
Glenette E. Babb	Assistant Secretary	One Post Street, San Francisco, CA 94104
L. Scott Bardowell	Assistant Secretary	8741 Landmark Road, Richmond, VA 23228
Michael L. Harris	Assistant Secretary	One Post Street, San Francisco, CA 94104
Dana T. Iapicca	Assistant Secretary	One Post Street, San Francisco, CA 94104
Claudia K. Newbold	Assistant Secretary	One Post Street, San Francisco, CA 94104
James F. Regan	Assistant Secretary	One Post Street, San Francisco, CA 94104
Lincoln K. Walworth	Assistant Treasurer	One Post Street, San Francisco, CA 94104
<u>Directors</u>		
Robert G. Carr		8121 10th Avenue North, Golden Valley, MN, 55427
Paul C. Julian		8741 Landmark Road, Richmond, VA 23228
Nancy A. Miller		One Post Street, San Francisco, CA 94104
Nicholas A. Loiacono		One Post Street, San Francisco, CA 94104