

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

FILED
May 15 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 813203 (7)

1. Corporation Name
WALGREEN CO.



Principal Place of Business 300 WILMOT ROAD ATTN: TAX DEPT DEERFIELD IL 60015 US	Mailing Address 300 WILMOT ROAD ATTN: TAX DEPT. DEERFIELD IL 60015-4614 S
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21. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country	22. Mailing Address Suite, Apt. #, etc. City & State Zip Country
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3. Date Incorporated or Qualified 11/21/1958	3a. Date of Last Report 05/01/1996
4. FEI Number 36-1924025	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 has liability for intangible tax under s. 199.032 Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**PRENTICE-HALL CORPORATION SYSTEM, INC.
 1201 HAYS STREET
 SUITE 105
 TALLAHASSEE FL 32301**

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE NAME STREET ADDRESS CITY - ST - ZIP	P JORNDT, L. D. 1038 CAYUGA DRIVE NORTHBROOK IL 60062	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY - ST - ZIP	VP POLARK, R. L. 40511 N SUNSET CT ANTIOCH IL 60002	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY - ST - ZIP	S LEVIN, J. H. (ASST) 300 WILMOT RD DEERFIELD IL 60015	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY - ST - ZIP	D WALGREEN, C R, III P.O. BOX 901 N/A DEERFIELD IL 60015	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY - ST - ZIP	SV BROWN, J.R. 1495 LAKE SHORE CT. BARRINGTON IL 60010	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY - ST - ZIP	V BERNAUER, D. W. 4 COVERNTY LINCOLNSHIRE IL 60069	<input type="checkbox"/> DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

14. I do 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.

SIGNATURE: Nancy S. Godfrey W. GODFREY 4/29/97
 SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR ASST. SECRETY DATE _____ DAYTIME PHONE # _____

CR2E034 (9/96)