


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

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May 01 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998				FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # 842061 (4) 1. Corporation Name MEDISAVE PHARMACIES, INC.					
Principal Place of Business 3300 PROVIDIAN CENTER LOUISVILLE KY 40202 US			Mailing Address 3300 PROVIDIAN CENTER LOUISVILLE KY 40202 US		
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 400 W. Market St., Ste. 3300 23 City & State Louisville, KY 24 Zip 40202		2a. Mailing Address 26 Suite, Apt. #, etc. 27 400 W. Market St., Ste. 3300 28 City & State Louisville, KY 29 Zip 40202		3. Date Incorporated or Qualified 12/14/1978 4. FEI Number 72-0509321 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S PINE ISLAND RD 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 TITLE P <input checked="" type="checkbox"/> DELETE NAME NAPOLI, CARL J. STREET ADDRESS 10877 RIEGER ROAD CITY-ST-ZIP BATON ROUGE LA TITLE PECO <input type="checkbox"/> DELETE NAME LUNSFORD, W B STREET ADDRESS 3300 PROVIDIAN CENTER CITY-ST-ZIP LOUISVILLE KY TITLE C <input type="checkbox"/> DELETE NAME BARR, MICHAEL R STREET ADDRESS 3300 PROVIDIAN CENTER CITY-ST-ZIP LOUISVILLE KY TITLE VPFO <input type="checkbox"/> DELETE NAME REED, W E III STREET ADDRESS 3300 PROVIDIAN CENTER CITY-ST-ZIP LOUISVILLE KY TITLE VP <input type="checkbox"/> DELETE NAME WINDHORST, DAVID R STREET ADDRESS 3300 PROVIDIAN CENTER CITY-ST-ZIP LOUISVILLE KY TITLE VP <input type="checkbox"/> DELETE NAME FORCE, JILL L STREET ADDRESS 3300 PROVIDIAN CENTER CITY-ST-ZIP LOUISVILLE KY			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 1.1 TITLE EVP <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition 1.2 NAME Thomas T. Ladt 1.3 STREET ADDRESS 400 W. Market St., Ste. 3300 1.4 CITY-ST-ZIP Louisville, KY 40202 2.1 TITLE <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 2.2 NAME 2.3 STREET ADDRESS 400 W. Market St., Ste. 3300 2.4 CITY-ST-ZIP 3.1 TITLE <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 3.2 NAME 3.3 STREET ADDRESS 400 W. Market St., Ste. 3300 3.4 CITY-ST-ZIP 4.1 TITLE <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 4.2 NAME 4.3 STREET ADDRESS 400 W. Market St., Ste. 3300 4.4 CITY-ST-ZIP 5.1 TITLE <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 5.2 NAME 5.3 STREET ADDRESS 400 W. Market St., Ste. 3300 5.4 CITY-ST-ZIP 6.1 TITLE <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 6.2 NAME 6.3 STREET ADDRESS 400 W. Market St., Ste. 3300 6.4 CITY-ST-ZIP		



DO NOT WRITE IN THIS SPACE

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.

SIGNATURE: *Brian K. Wood* **Brian K. Wood** 4/23/98 (502) 596-7300

CR2E034 (10/97)

Medisave Pharmacies, Inc. as of January 02, 1998

DIRECTORS

Michael R. Barr **Director**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

W. Bruce Lunsford **Director**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

W. Earl Reed, III **Director**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

OFFICERS

Michael R. Barr **Chief Operating Officer and Executive Vice President**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

Richard E. Chapman **Senior Vice President, Information Systems**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

Ill L. Force **Senior Vice President, General Counsel and Assistant Secretary**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

James H. Gillenwater, Jr. **Senior Vice President, Planning and Development**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

Thomas T. Ladit **Executive Vice President, Operations**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

Joseph L. Landenwich **Secretary**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

Richard A. Lechleiter **Vice President, Finance and Corporate Controller**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

Maria M. Levering **Senior Vice President, Corporate Services**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

W. Bruce Lunsford **Chairman of the Board, President, and Chief Executive Officer**
Primary Address: 400 West Market Street, Suite 3300
Louisville, KY 40202

Medisave Pharmacies, Inc.

Steven L. Monaghan

Vice President, Finance

Primary Address:

400 West Market Street, Suite 3300
Louisville, KY 40202

W. Earl Reed, III

Chief Financial Officer and Executive Vice President

Primary Address:

400 West Market Street, Suite 3300
Louisville, KY 40202

T. Richard Riney

Assistant Secretary

Primary Address:

400 West Market Street, Suite 3300
Louisville, KY 40202

Thomas M. Schuhmann

Vice President, Reimbursement

Primary Address:

400 West Market Street, Suite 3300
Louisville, KY 40202

David R. Windhorst

Vice President, Financial Systems

Primary Address:

400 West Market Street, Suite 3300
Louisville, KY 40202

Brian K. Wood

Vice President, Tax

Primary Address:

400 West Market Street, Suite 3300
Louisville, KY 40202