

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

PROFIT  
CORPORATION  
ANNUAL REPORT  
1996



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # 851950 (6)

1. Corporation Name

CAREMARK INC.



Principal Place of Business

2215 SANDERS ROAD  
SUITE 400  
NORTHBROOK IL 60062

Mailing Address

2215 SANDERS ROAD  
SUITE 400  
NORTHBROOK IL 60062

3. Date Incorporated or Qualified  
02/24/1982

3a. Date of Last Report  
05/01/1995

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

25 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

30 Country

4. FEI Number

95-3382344

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 has liability for intangible tax under s. 199.032,  
Florida Statutes

Yes No

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

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's signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE CCEO  
NAME PICCOLO, C.A. LANCE  
STREET ADDRESS 2215 SANDERS RD. #400  
CITY-ST-ZIP NORTH BROOK IL

DELETE

TITLE PCOO  
NAME CONNELLY, JAMES G III  
STREET ADDRESS 2215 SANDERS RD. #400  
CITY-ST-ZIP NORTHBROOK IL

DELETE

TITLE V  
NAME PELLETTIERE, JOHN  
STREET ADDRESS 2215 SANDERS ROAD #400  
CITY-ST-ZIP NORTHBROOK IL

DELETE

TITLE DVPS  
NAME SCHUMAN, THOMAS R.  
STREET ADDRESS 2215 SANDERS RD.  
CITY-ST-ZIP NORTHBROOK IL

DELETE

TITLE T  
NAME OWCZARSKI, DENNIS R.  
STREET ADDRESS 2215 SANDERS RD. #400  
CITY-ST-ZIP NORTH BROOK IL

DELETE

TITLE AT  
NAME GORE, ANDREW  
STREET ADDRESS 2215 SANDERS RD.  
CITY-ST-ZIP NORTHBROOK IL

DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-ST-ZIP

2.1 TITLE Change Addition

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

3.1 TITLE Change Addition

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP

4.1 TITLE Change Addition

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

5.1 TITLE Change Addition

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP

6.1 TITLE Change Addition

6.2 NAME

6.3 STREET ADDRESS

6.4 CITY-ST-ZIP

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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: Andrew Gore

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/24/96  
Date

(847) 559-4700  
Daytime Phone #

CR2E034 (12/95)

**CAREMARK INC.**  
(a California corporation)  
F.E.I.N. #95-3382344

2-2

**OFFICERS:**

<b><u>OFFICE</u></b>	<b><u>OFFICER</u></b>	<b><u>S.S. #</u></b>	<b><u>BUSINESS ADDRESS</u></b>
Chairman & Chief Executive Officer	C.A. (Lance) Piccolo	032-30-2325	2215 Sanders Road Northbrook, Illinois 60062
President & Chief Operating Officer	James G. Connelly III	285-40-3465	2215 Sanders Road Northbrook, Illinois 60062
Senior Vice President & Chief Financial Officer	Thomas W. Hodson	165-40-2170	2215 Sanders Road Northbrook, Illinois 60062
Secretary	OPEN		
Vice President & Controller	John M. Pelletiere	330-44-8586	2215 Sanders Road Northbrook, Illinois 60062
Vice President	James Booth	115-38-4978	2215 Sanders Road Northbrook, Illinois 60062
Vice President	Kristen E. Gibney	031-38-4279	2215 Sanders Road Northbrook, Illinois 60062
Vice President	Sandra Harden Austin	302-44-6533	2215 Sanders Road Northbrook, Illinois 60062
Vice President	Diane L. Munson	325-44-1861	2215 Sanders Road Northbrook, Illinois 60062
Sr. Vice President	Donna C.E. Williamson	023-44-0974	2215 Sanders Road Northbrook, Illinois 60062
Vice President	Kent J. De Lucenay	309-54-2380	2215 Sanders Road Northbrook, Illinois 60062
Vice President	K.J. (Mike) McDonald	558-50-0556	1127 Bryn Mawr Avenue Redlands, California 92374
Assistant Secretary	Nancy K. Bellis	085-52-6908	2215 Sanders Road Northbrook, Illinois 60062
Assistant Secretary	David W. Lobdell	389-78-6878	2215 Sanders Road Northbrook, Illinois 60062
Assistant Secretary	Ronald J. Kuerbitz	386-70-2468	2215 Sanders Road Northbrook, Illinois 60062
Treasurer	Dennis R. Owczarski	360-34-8356	2215 Sanders Road Northbrook, Illinois 60062
Assistant Treasurer	Andrew M. Gore	352-38-5296	2215 Sanders Road Northbrook, Illinois 60062
Assistant Treasurer	Thomas O. Lenhart	277-32-2728	2215 Sanders Road Northbrook, Illinois 60062

**DIRECTORS:**

Thomas W. Hodson	SEE ABOVE
James G. Connelly III	SEE ABOVE
Dennis R. Owczarski	SEE ABOVE