2-21-97 15-2198 C

FILE NOW: FILING FEE AFTER MAY 1 IS $550.00

FILED
Feb 21 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT

1997

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

DOCUMENT # **F95000000020 (6)**

1. Corporation Name
CAREMARK PHYSICIAN SERVICES INC.

Principal Place of Business	Mailing Address
2215 SANDERS ROAD NORTHBROOK IL 60062	2215 SANDERS ROAD NORTHBROOK IL 60062-6126

3. Date Incorporated or Qualified: 01/03/1995
3a. Date of Last Report: 05/01/1996

2. Principal Place of Business	2a. Mailing Address
21 2211 Sanders Road	26 3000 Galleria Tower
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27 Suite 1000
City & State 23 Northbrook, IL	City & State 28 Birmingham, AL
Zip / Country 24 60062 / 25	Zip / Country 29 35244 / 30

4. FEI Number: 36-3943883 ☐ 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 SOUTH PINE ISLAND ROAD PLANTATION FL 33324	81 Name: The Prentice-Hall Corporation System, Inc. 82 Street Address (P.O. Box Number is Not Acceptable): 1201 Hays Street 83 84 City: Tallahassee FL 85 Zip Code: 32301

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 _____ DATE

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

Attached is a copy of the Change of Registered Agent Statement filed 11/25/96.

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	AT GORE ANDREW 2215 SANDERS RD NORTHBROOK IL	☐ DELETE	1.1 TITLE / 1.2 NAME / 1.3 STREET ADDRESS / 1.4 CITY-ST-ZIP	AT Andrew M. Gore 2211 Sanders Road Northbrook, IL 60062	☒ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	D MUNSON, DIANE L 2211 SANDERS ROAD NORTHBROOK IL 60062	☒ DELETE	2.1 TITLE / 2.2 NAME / 2.3 STREET ADDRESS / 2.4 CITY-ST-ZIP	CEO/C Larry R. House 3000 Galleria Tower, Suite 1000 Birmingham, AL 35244	☐ Change ☒ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	DV HODSON, THOMAS W 2215 SANDERS ROAD NORTHBROOK IL 60062	☒ DELETE	3.1 TITLE / 3.2 NAME / 3.3 STREET ADDRESS / 3.4 CITY-ST-ZIP	VP/T/D Harold O. Knight, Jr. 3000 Galleria Tower, Suite 1000 Birmingham, AL 35244	☐ Change ☒ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	P CONNELLY, JAMES G III 2215 SANDERS ROAD NORTHBROOK IL 60062	☐ DELETE	4.1 TITLE / 4.2 NAME / 4.3 STREET ADDRESS / 4.4 CITY-ST-ZIP	P James G. Connelly III 2211 Sanders Road Northbrook, IL 60062	☒ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	T OWCZARSKI, DENNIS R 2215 SANDERS ROAD NORTHBROOK IL 60062	☒ DELETE	5.1 TITLE / 5.2 NAME / 5.3 STREET ADDRESS / 5.4 CITY-ST-ZIP	S/D Tracy P. Thrasher 3000 Galleria Tower, Suite 1000 Bimringham, AL 35244	☐ Change ☒ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		☐ DELETE	6.1 TITLE / 6.2 NAME / 6.3 STREET ADDRESS / 6.4 CITY-ST-ZIP		☐ Change ☐ Addition

CR2E034 (9/96)

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: Tracy P. Thrasher 2/17/97 (205) 733-8996

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #