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PROFIT
CORPORATION
ANNUAL REPORT
1999



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

FILED
Mar 22, 1999 8:00 am
Secretary of State

03-22-1999 90058 035 ***150.00

DOCUMENT # F95000002356

1. Corporation Name

SUNSCRIPT PHARMACY CORPORATION

Principal Place of Business

101 SUN AVE NE
ALBUQUERQUE NM 87109
US

Mailing Address

101 SUN AVE NE
101 SUN LANE
ALBUQUERQUE NM 87109
US

2. Principal Place of Business

21

2a. Mailing Address

26

Suite, Apt. #, etc.

22

27

City & State

23

28

City & State

24

29

Zip Country

25

30

Zip Country

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH 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 signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE NAME STREET ADDRESS CITY-ST-ZIP	VP SCHELLING, WARREN 101 SUN AVE NE ALBUQUERQUE NM 87109	<input checked="" type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	SEE ATTACHED LIST OF OFFICERS AND DIRECTORS	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
					<input type="checkbox"/> Change	<input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VP WARRICK, WILLIAM C 101 SUN AVE NE ALBUQUERQUE NM 87109	<input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	S MANN, NIKKI J 101 SUN AVE NE ALBUQUERQUE NM 87109	<input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	P DRISCOLL, JOHN D 101 SUN AVE NE ALBUQUERQUE NM 87109	<input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D WOLTIL, ROBERT D 101 SUN AVE NE ALBUQUERQUE NM 87109	<input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	AS BERG, MICHAEL T 101 SUN AVE NE ALBUQUERQUE NM 87109	<input type="checkbox"/> DELETE	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 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: *Michael T. Berg* Michael T. Berg, Asst. Sec. 2/2/99 505-821-3355

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (11/98)

247758-90658-35
F95040002356

**SUNSCRIPT, INC.
OFFICERS AND DIRECTORS**

<u>Position</u>	<u>Name</u>	<u>Address</u>	<u>Term</u>
President	John W. Driscoll	101 Sun Avenue NE Albuquerque, NM 87109	Until successor is duly elected and qualified
Vice President and CFO	Robert D. Woltl	101 Sun Avenue NE Albuquerque, NM 87109	Until successor is duly elected and qualified
Vice President	Mark Bloom	101 Sun Avenue NE Albuquerque, NM 87109	Until successor is duly elected and qualified
Vice President and Controller	William C. Warrick	101 Sun Avenue NE Albuquerque, NM 87109	Until successor is duly elected and qualified
Vice President and Treasurer	Matthew G. Patrick	101 Sun Avenue NE Albuquerque, NM 87109	Until successor is duly elected and qualified
Assistant Treasurer	D. Craig Hayes	101 Sun Avenue NE Albuquerque, NM 87109	Until successor is duly elected and qualified
Secretary	Nikki J. Mann	101 Sun Avenue NE Albuquerque, NM 87109	Until successor is duly elected and qualified
Assistant Secretary	Michael T. Berg	101 Sun Avenue NE Albuquerque, NM 87109	Until successor is duly elected and qualified
Assistant Secretary	Jeffrey C. Gilmore	101 Sun Avenue NE Albuquerque, NM 87109	Until successor is duly elected and qualified
Director	Mark G. Wimer	101 Sun Avenue NE Albuquerque, NM 87109	Until successor is duly elected and qualified
Director	Robert D. Woltl	101 Sun Avenue NE Albuquerque, NM 87109	Until successor is duly elected and qualified