

1701 HAYS STREET

800-342-8086

F96000000707



ACCOUNT NO. : 072100000032
REFERENCE : 042236 4319314
AUTHORIZATION :
COST LIMIT : \$

ORDER DATE : February 9, 1996

ORDER TIME : 11:53 AM

ORDER NO. : 042236

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-02/12/96--01060--008
****122.50 ****122.50

CUSTOMER NO: 4319314

CUSTOMER: David L. Grobart, Esq
Walgreen Co.
200 Wilmot Road
Deerfield, IL 60015

FOREIGN FILINGS

NAME: WHP HEALTH INITIATIVES INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

RECEIVED
96 FEB 12 PM 2:13
DIVISION OF CORPORATION

FILED
96 FEB 12 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. WHP Health Initiatives, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. State of Illinois 3. 36-4049815
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 3, 1995 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification.
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 200 Wilmot Road, Deerfield, Illinois 60015
Attn. Law Department
(Current mailing address)
8. Pharmacy and related consultation, administrative management services;
any lawful purpose.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: The Prentice-Hall Corporation System, Inc.
Office Address: 1201 Hays Street
Tallahassee, Florida,

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: 
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Robert Halaska
Address: 200 Wilmot Road, Deerfield, Illinois 60015
Attn. Law Department

Director: E. H. King
Address: 200 Wilmot Road, Deerfield, Illinois 60015
Attn. Law Department

Director: John R. Brown
Address: 200 Wilmot Road, Deerfield, Illinois 60015
Attn. Law Department

B. OFFICERS

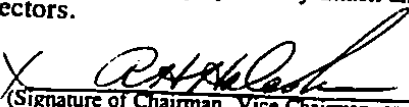
President: Robert Halaska
Address: 200 Wilmot Road, Deerfield, Illinois 60015
Attn. Law Department

Vice President: John M. Palizza
Address: 200 Wilmot Road, Deerfield, Illinois 60015
Attn. Law Department

(Vice President and Secretary): E. H. King
Address: 200 Wilmot Road, Deerfield, Illinois 60015
Attn. Law Department

Treasurer: Joel H. Levin
Address: 200 Wilmot Road, Deerfield, Illinois 60015
Attn. Law Department

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Robert Halaska, President
(Typed or printed name and capacity of person signing application)

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EXHIBIT A

ADDENDUM

Vice President
Vice President
Assistant Secretary
Assistant Secretary

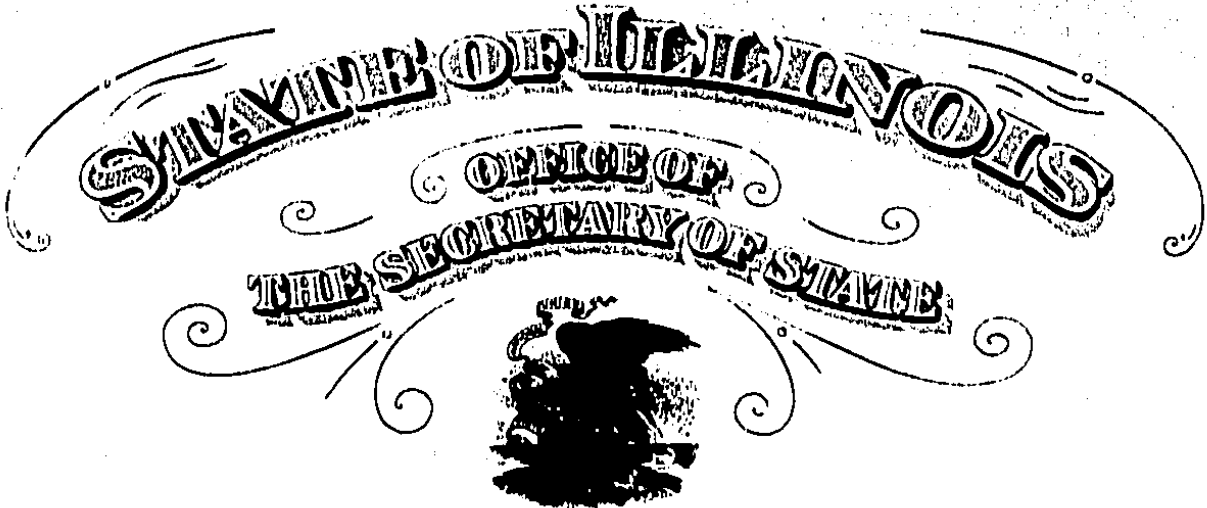
John R. Brown
Nancy J. Godfrey
Richard C. Hildebrandt
Dana I. Green

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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File Number 5853-409-9



To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois, do hereby certify that

WHP HEALTH INITIATIVES, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE OCTOBER 3, 1995, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****

In Testimony Whereof, *I hereto*
my hand and cause to be affixed the Great Seal of
the State of Illinois this _____
day of FEBRUARY *A.D., 19* 96

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96 FEB 12 PM 2:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA 96



George H Ryan
SECRETARY OF STATE