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Mar 10, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # **F98000004102**

1. Corporation Name
~~VITALINK PHARMACY SERVICES, INC.~~
NeighborCare Pharmacy Services, Inc.



Principal Place of Business	Mailing Address
148 WEST STATE STREET KENNETT SQUARE PA 19348	148 WEST STATE STREET KENNETT SQUARE PA 19348

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified	07/20/1998
4. FEI Number	23-2963282
5. Certificate of Status Desired	<input checked="" 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 the current year Intangible Personal Property Tax.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

2. Principal Place of Business	2a. Mailing Address
21 101 East State Street	26 101 East State Street
22 Suite, Apt. #, etc.	27 Suite, Apt. #, etc.
23 City & State	28 City & State
Kennett Square, PA	Kennett Square, PA
24 Zip	29 Zip
19348	19348
25 Country	30 Country
USA	USA

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND ROAD
 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	CD	<input type="checkbox"/> DELETE
NAME	WALKER, MICHAEL R	
STREET ADDRESS	101 EAST STATE STREET	
CITY-ST-ZIP	KENNETT SQUARE PA	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	HOWARD, RICHARD R	
STREET ADDRESS	101 EAST STATE STREET	
CITY-ST-ZIP	KENNETT SQUARE PA	
TITLE	V	<input type="checkbox"/> DELETE
NAME	HAGER JR, GEORGE V	
STREET ADDRESS	101 EAST STATE STREET	
CITY-ST-ZIP	KENNETT SQUARE PA	
TITLE	S	<input type="checkbox"/> DELETE
NAME	GUBERNICK, IRA C	
STREET ADDRESS	101 EAST STATE STREET	
CITY-ST-ZIP	KENNETT SQUARE PA	
TITLE	TAS	<input type="checkbox"/> DELETE
NAME	MCKEON, JAMES V	
STREET ADDRESS	101 EAST STATE STREET	
CITY-ST-ZIP	KENNETT SQUARE PA	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	Director	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE	VPA Corporate Controller	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE	Treasurer	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	Barbara J. Hauswald	
6.3 STREET ADDRESS	101 East State Street	
6.4 CITY-ST-ZIP	Kennett Square, PA 19348	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.06(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: *[Signature]* Date: 3/1/99 Daytime Phone #: 610-444-6350

CR2E034 (11/98)