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FILED
May 27 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # P30128 (3)
1. Corporation Name
ECKERD HOLDINGS II, INC.



Principal Place of Business Mailing Address
% CORP TAX DEPT
8333 BRYAN DAIRY RD
LARGO FL 34647
US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 07/11/1990	
21 Suite, Apt. #, etc.	25	26 Suite, Apt. #, etc.	27	4. FEI Number 59-3014874	Applied For Not Applicable
22 City & State	28	29 City & State	30	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23 Zip	25 Country	29 Zip	30 Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
9. Name and Address of Current Registered Agent HENRICKS, LINDA 8333 BRYAN DAIRY RD ATTN RISK MANAGMENT LARGO FL 33777				10. Name and Address of New Registered Agent	

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 filed applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	AT	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MILAM, DENNIS J	1.2 NAME	
STREET ADDRESS	8333 BRYAN DAIRY RD.	1.3 STREET ADDRESS	
CITY-ST-ZIP	LARGO FL	1.4 CITY-ST-ZIP	
TITLE	DVS	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SANTO, JAMES M.	2.2 NAME	
STREET ADDRESS	8333 BRYAN DAIRY ROAD	2.3 STREET ADDRESS	
CITY-ST-ZIP	LARGO FL	2.4 CITY-ST-ZIP	
TITLE	VCFO	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WRIGHT, SAMUEL L	3.2 NAME	
STREET ADDRESS	8333 BRYAN DAIRY RD.	3.3 STREET ADDRESS	
CITY-ST-ZIP	LARGO FL	3.4 CITY-ST-ZIP	
TITLE	VPT	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GLADYSZ, MARTIN W.	4.2 NAME	
STREET ADDRESS	8333 BRYA DAIRY RD.	4.3 STREET ADDRESS	
CITY-ST-ZIP	LARGO FL	4.4 CITY-ST-ZIP	
TITLE	DPCE	5.1 TITLE	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	NEWMAN, FRANK A.	5.2 NAME	
STREET ADDRESS	8333 BRYAN DAIRY ROAD	5.3 STREET ADDRESS	
CITY-ST-ZIP	LARGO FL	5.4 CITY-ST-ZIP	
TITLE	VAS	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LEWIS, ROBERT E.	6.2 NAME	
STREET ADDRESS	8333 BRYAN DAIRY ROAD	6.3 STREET ADDRESS	
CITY-ST-ZIP	LARGO FL	6.4 CITY-ST-ZIP	

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.

SIGNATURE:

[Signature]

[Signature]

[Signature]

[Signature]

CR2E034 (10/97)