

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

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May 08 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 # P32926 (8)
1. Corporation Name
THRIFT DRUG, INC.

Principal Place of Business
615 ALPHA DRIVE
PITTSBURGH PA 15236

Mailing Address
P.O. BOX 10001
CORPORATE TAX A/2-700
DALLAS TX 75301-0001



2. Principal Place of Business
21 Suite, Apt. #, etc.
22 City & State
23 Zip
24 Country
25
26 Mailing Address
27 Suite, Apt. #, etc.
28 City & State
29 Zip
30 Country
31

3. Date Incorporated or Qualified
02/22/1991
3a. Date of Last Report
04/10/1996
4. FEI Number
22-2088063
5. Certificate of Status Desired
6. Election Campaign Financing
Trust Fund Contribution
7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes
8.75 Additional Fee Required
\$5.00 May Be Added to Fees
Yes No

9. Name and Address of Current Registered Agent
CT CORPORATION SYSTEM
1200 S. 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
85 Zip Code
FL

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
1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP
2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP
3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP
4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP
5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP
6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-ST-ZIP

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: 4/24/97 (972) 437-2147
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

Thrift Drug, Inc.
Officers and Directors

TITLE	NAME	BUSINESS ADDRESS
President & CEO	F. A. Newman	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777
Vice Chairman of the Board	R. W. Hannan	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777
Executive Vice President, Store Operations	K. L. Flynn	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777
Executive Vice President, Merchandising	E. W. Kelly	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777
Executive Vice President, Pharmacy	R. R. Powis	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777
Executive Vice President, Administration & Secretary	J. M. Santo	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777
Executive Vice President and Chief Financial Officer	S. G. Wright	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777
President, Pharmacy Benefit Services and Mail Order Services	F. A. Marasco	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777
Senior Vice President, Merchandising	Enzo Cerra	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777
Senior Vice President - Human Resources	D. J. Cuff	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777
Senior Vice President - Store Operations	D. E. Hensley	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777
Senior Vice President, Information Systems and Cont. Improvement	J. J. Lesko	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777
Senior Vice President, Logistics	C. D. Neel	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777
Vice President, Pharmacy Operations	R. D. Adkins	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777
Vice President, Managed Care Services	R. P. Davis	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777

Thrift Drug, Inc.

Officers and Directors

TITLE	NAME	BUSINESS ADDRESS
Vice President, Pharmacy Administration	J. E. Flynn	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777
Vice President, Advertising and Marketing	Julie Gardner	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777
Vice President and Treasurer	M. W. Gladysz	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777
Vice President, General Counsel and Assistant Secretary	R. E. Lewis	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777
Vice President, Loss Prevention	R. W. Loeffler	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777
Vice President, Real Estate	G. D. Martin	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777
Vice President, Real Estate	T. M. Nash	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777
Vice President, Philadelphia Region	S. M. Riebe	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777
Vice President and Controller	N. J. Simmons, Jr.	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777
Vice President, Store Operations	R. E. Sloan	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777
Vice President, Pittsburgh Region	Gerald Thompson	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777
Vice President, Rx Purchasing and Formulary Management	R. S. Verscharen	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777
Assistant Secretary	J. R. Camillo	6501 Legacy Drive Plano, Texas 75024-3698
Assistant Secretary	J. J. Vawrinek	6501 Legacy Drive Plano, Texas 75024-3698
Assistant Treasurer	D. J. Milam	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777
Assistant Treasurer	F. N. Napoli	6501 Legacy Drive Plano, Texas 75024-3698

Thrift Drug, Inc.

Officers and Directors

TITLE	NAME	BUSINESS ADDRESS
Assistant Treasurer	S. F. Walsh	6501 Legacy Drive Plano, Texas 75024-3698
Director	J.E. Fesperman	2700 W Plano Parkway Plano, TX 75252
Director	R.W. Hannan	Eckerd Corporation 8333 Bryan Dairy Road Largo, FL 33777
Director	D.A. McKay	6501 Legacy Drive Plano, TX 75024-3698
Director	J.D. Williams	182 Tabor Road Morris Plains, NJ 07950

4/23/97 leg\C:\USER\WINWORD