

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

PROFIT
CORPORATION
ANNUAL REPORT
1999



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

FILED
May 10, 1999 8:00 am
Secretary of State

05-10-1999 90243 016 ***150.00

DOCUMENT # P32926

1. Corporation Name
THRIFT DRUG, INC.

Principal Place of Business
8333 BRYAN DAIRY ROAD
LARGO FL 33777

Mailing Address
8333 BRYAN DAIRY ROAD
LARGO FL 33777



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 Suite, Apt. #, etc.		26 P.O. Box 10001		02/22/1991	
22 City & State		27 Suite, Apt. #, etc.		4. FEI Number	
23 Zip Country		28 Dallas TX		22-2098063	
24		29 75301-1205 30		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
				6. Election Campaign Financing <input type="checkbox"/> \$5.00 May Be Added to Fees	
				8. This corporation owes the current year Intangible Personal Property Tax. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	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	
TITLE	D <input checked="" type="checkbox"/> DELETE	1.1 TITLE	D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FESPERMAN, JOHN E	1.2 NAME	Lotter, C.R.
STREET ADDRESS	8333 BRYAN DAIRY ROAD	1.3 STREET ADDRESS	6501 Legacy Dr.
CITY-ST-ZIP	LARGO FL 33777	1.4 CITY-ST-ZIP	Plano, TX 75024
TITLE	VPD <input checked="" type="checkbox"/> DELETE	2.1 TITLE	D, V.P., CFO <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HANNAN, ROBERT W	2.2 NAME	Wright, S.G.
STREET ADDRESS	8333 BRYAN DAIRY ROAD	2.3 STREET ADDRESS	8333 Bryan Dairy Road
CITY-ST-ZIP	LARGO FL 33777	2.4 CITY-ST-ZIP	Largo, FL 33777
TITLE	D <input checked="" type="checkbox"/> DELETE	3.1 TITLE	S <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	MCKAY, DONALD A	3.2 NAME	Lewis, R.E.
STREET ADDRESS	8333 BRYAN DAIRY ROAD	3.3 STREET ADDRESS	8333 Bryan Dairy Road
CITY-ST-ZIP	LARGO FL 33777	3.4 CITY-ST-ZIP	Largo, FL 33777
TITLE	D <input checked="" type="checkbox"/> DELETE	4.1 TITLE	AT <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WILLIAMS, JOSEPH D	4.2 NAME	Walsh, Steve
STREET ADDRESS	8333 BRYAN DAIRY ROAD	4.3 STREET ADDRESS	6501 Legacy Drive
CITY-ST-ZIP	LARGO FL 33777	4.4 CITY-ST-ZIP	Plano, TX 75024
TITLE	CEO <input type="checkbox"/> DELETE	5.1 TITLE	PCEO D <input checked="" type="checkbox"/> Change <input 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 33777	5.4 CITY-ST-ZIP	
TITLE	T <input type="checkbox"/> DELETE	6.1 TITLE	
NAME	GLADYSZ, MARTIN W	6.2 NAME	
STREET ADDRESS	8333 BRYAN DAIRY ROAD	6.3 STREET ADDRESS	
CITY-ST-ZIP	LARGO FL 33777	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, with all other like empowered.

SIGNATURE: KCC J.J. Vawmick
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/29/99

Date

972-431-1287
Daytime Phone #

CR2E034 (1/98)

0422593

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Directors, Officers Report

THRIFT DRUG, INC.

04/14/1999

DIRECTORS: Currently Authorized: 3
Comment:

Min: 0

Max:

Quorum: 0

C. R. Lotter	Director	Last Elected: 08/04/1998
F. A. Newman	Director	Last Elected: 08/04/1998
S. G. Wright	Director	Last Elected: 08/04/1998

OFFICERS

F. A. Newman	President and Chief Executive Officer	Last Elected: 08/04/1998
K. L. Flynn	Executive Vice President, Store Operations	Last Elected: 08/04/1998
E. W. Kelly	Executive Vice President, Merchandising	Last Elected: 08/04/1998
R. R. Powis	Executive Vice President, Pharmacy	Last Elected: 08/04/1998
S. G. Wright	Executive Vice President and Chief Financial Officer	Last Elected: 08/04/1998
Enzo Cerra	Senior Vice President, Merchandising	Last Elected: 08/04/1998
D. J. Cuff	Senior Vice President, Human Resources	Last Elected: 08/04/1998
D. E. Hensley	Senior Vice President, Store Operations	Last Elected: 08/04/1998
F. A. Marasco Services	Senior Vice President, President, Pharmacy Benefit Services and Mail Order	Last Elected: 08/04/1998
C. D. Neel, Jr.	Senior Vice President, Logistics	Last Elected: 08/04/1998
J. W. Stettner	Senior Vice President, Strategic Initiatives	Last Elected: 08/04/1998
R. D. Adkins	Vice President, Pharmacy Operations	

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THRIFT DRUG, INC.

		Last Elected: 08/04/1998
J. E. Flynn	Vice President, Pharmacy Administration	Last Elected: 08/04/1998
Julie Gardner	Vice President, Advertising and Marketing	Last Elected: 08/04/1998
M. W. Gladysz	Vice President and Treasurer	Last Elected: 08/04/1998
R. W. Loeffler	Vice President, Loss Prevention	Last Elected: 08/04/1998
G. D. Martin	Vice President, Real Estate	Last Elected: 08/04/1998
L. D. McDonald	Vice President, Mail Order Market and Client Services	Last Elected: 08/04/1998
T. M. Nash	Vice President, Real Estate	Last Elected: 08/04/1998
S. M. Riebe	Vice President, Philadelphia Region	Last Elected: 08/04/1998
J. N. Simmons, Jr.	Vice President and Controller	Last Elected: 08/04/1998
R. E. Sloan	Vice President, Store Operations	Last Elected: 08/04/1998
J. F. Smith	Vice President, Pharmacy Services, EPS Operations	Last Elected: 08/04/1998
Gerald Thompson	Vice President, Pittsburgh Region	Last Elected: 08/04/1998
R. S. Verscharen	Vice President, Rx Purchasing and Formulary Management	Last Elected: 08/04/1998
R. E. Lewis	Vice President, General Counsel and Secretary	Last Elected: 08/04/1998
L. A. Coyle	Vice President, Merchandising	Last Elected: 08/04/1998
M. T. Lops	Vice President, Risk Management Services	Last Elected: 08/04/1998
S. A. Messing	Regional Vice President, Real Estate	Last Elected: 09/08/1998
Daniel Pero	Vice President, Communications	Last Elected: 08/04/1998

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K. G. Petersen	Vice President, Information Systems Last Elected: 08/04/1998
J. H. Roten	Vice President, Richmond Region Last Elected: 08/04/1998
C. F. Sajeski	Vice President, Efficient Consumer Response Last Elected: 08/04/1998
J. H. Sensabaugh	Vice President, Mid-Atlantic Region Last Elected: 08/04/1998
G. T. Watt	Vice President, New Business Development, Eckerd Health Services Last Elected: 08/04/1998
F. N. Napoli	Assistant Treasurer Last Elected: 08/04/1998
S. F. Walsh	Assistant Treasurer Last Elected: 08/04/1998
D. J. Milam	Assistant Treasurer and Assistant Secretary Last Elected: 08/04/1998
J. W. Ackerman	Assistant Secretary Last Elected: 08/04/1998
J. J. Vawrinek	Assistant Secretary Last Elected: 08/04/1998
S. R. Virkar	Assistant Secretary Last Elected: 08/04/1998