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FILED
May 08 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Northam Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P38816 (5)

1. Corporation Name
WALGREENS HEALTHCARE PLUS, INC.

Principal Place of Business 300 WILMOT ROAD DEERFIELD IL 60015 US	Mailing Address 300 WILMOT ROAD DEERFIELD IL 60015-4814 US
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2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt #, etc.	26 Suite, Apt #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29 30

3. Date Incorporated or Qualified 05/15/1992	3a. Date of Last Report 05/01/1993
4. FEI Number 36-3796738	Applied For Not Applicable
5. Certificate of Status Desired <input 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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**THE PRENTICE HALL CORPORATION SYSTEM, INC
 1201 HAYS ST.
 SUITE 105
 TALLAHASSEE FL 32301**

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

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	P	<input type="checkbox"/> DELETE
NAME	HALASKA, ROBERT	
STREET ADDRESS	20742 W. LEXINGTON	
CITY - ST - ZIP	KILDEER IL 60047	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	RESNICK, ALLAN M.	
STREET ADDRESS	1822 SMITH RD.	
CITY - ST - ZIP	NORTHBROOK IL 60062	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	BROWN, JOHN R.	
STREET ADDRESS	1495 LAKE SHORE COURT	
CITY - ST - ZIP	BARRINGTON IL 60012	
TITLE	S	<input type="checkbox"/> DELETE
NAME	KING, E.H.	
STREET ADDRESS	350 TAYLOR CT.	
CITY - ST - ZIP	DEERFIELD IL 60015	
TITLE	T	<input type="checkbox"/> DELETE
NAME	LEVIN, JOEL H.	
STREET ADDRESS	1030 SUNSET COURT	
CITY - ST - ZIP	DEERFIELD IL 60015	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	SILVERMAN, ROBERT	
STREET ADDRESS	1400 KINGSPORT COURT	
CITY - ST - ZIP	NORTHBROOK IL 60062	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input 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
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY - ST - ZIP	
3.1 TITLE	<input type="checkbox"/> Change
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	
4.1 TITLE	<input type="checkbox"/> Change
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	
5.1 TITLE	<input type="checkbox"/> Change
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	
6.1 TITLE	<input type="checkbox"/> Change
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. 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: *B.R. Dancy* **B.R. DANCY** 4/28/97
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR ASST. TREAS Date Day:me Phone #