

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

FILED  
May 06 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 # P38816 (5)  
1. Corporation Name  
WALGREENS HEALTHCARE PLUS, INC.



Principal Place of Business Mailing Address  
300 WILMOT ROAD 300 WILMOT ROAD  
DEERFIELD IL 60015 DEERFIELD IL 60015  
US US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 05/15/1992	
21		26		4. FEI Number 36-3796738	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		Applied For Not Applicable	
22		27		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
City & State		City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
23		28		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	
24	Zip	25	Country	29	Zip
				30	Country

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
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

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	P	<input type="checkbox"/> DELETE		1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	HALASKA, ROBERT			1.2 NAME			
STREET ADDRESS	20742 W. LEXINGTON			1.3 STREET ADDRESS			
CITY-ST-ZIP	KILDEER IL 60047			1.4 CITY-ST-ZIP			
TITLE	VP	<input type="checkbox"/> DELETE		2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	RESNICK, ALLAN M.			2.2 NAME			
STREET ADDRESS	1822 SMITH RD.			2.3 STREET ADDRESS			
CITY-ST-ZIP	NORTHBROOK IL 60062			2.4 CITY-ST-ZIP			
TITLE	VP	<input checked="" type="checkbox"/> DELETE		3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	BROWN, JOHN R.			3.2 NAME			
STREET ADDRESS	1495 LAKE SHORE COURT			3.3 STREET ADDRESS			
CITY-ST-ZIP	BARRINGTON IL 60012			3.4 CITY-ST-ZIP			
TITLE	S	<input type="checkbox"/> DELETE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	KING, E.H.			4.2 NAME			
STREET ADDRESS	350 TAYLOR CT.			4.3 STREET ADDRESS			
CITY-ST-ZIP	DEERFIELD IL 60015			4.4 CITY-ST-ZIP			
TITLE	T	<input type="checkbox"/> DELETE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	LEVIN, JOEL H.			5.2 NAME			
STREET ADDRESS	1030 SUNSET COURT			5.3 STREET ADDRESS			
CITY-ST-ZIP	DEERFIELD IL 60015			5.4 CITY-ST-ZIP			
TITLE	AS	<input type="checkbox"/> DELETE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	SILVERMAN, ROBERT			6.2 NAME			
STREET ADDRESS	1400 KINGSPOUR COURT			6.3 STREET ADDRESS			
CITY-ST-ZIP	NORTHBROOK IL 60062			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 JOEL H. LEVIN, TREASURER

4/24/98

CR2E034 (10/97)