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

PROFIT CORPORATION **ANNUAL REPORT**

1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

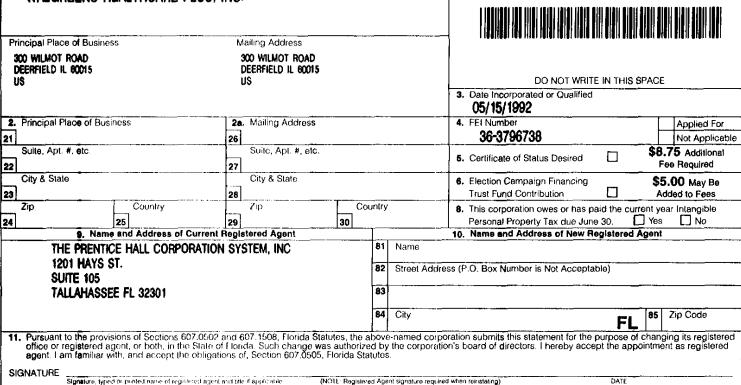
Secretary of State DIVISION OF CORPORATIONS

DOCUMENT # P38816

(5)

WALGREENS HEALTHCARE PLUS, INC.

	FIL	LED	
May	06 19	998 8	3:00am
Sec	retar	y of	State



ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 OFFICERS AND DIRECTORS 12. 13. DELETE Change Addition TITLE 1.1 TITLE HALASKA, ROBERT NAME 1.2 NAME 20742 W. LEXINGTON STREET ADDRESS 1.3 STREET ADDRESS KILDEER IL 60047 1.4 CITY-ST-ZIP CITY-ST-ZIP DELETE Change Addition TITLE 2.1 TITLE RESNICK, ALLAN M. 2.2 NAME NAME 1822 SMITH RD. STREET ADDRESS 2.3 STREET ADDRESS NORTHBROOK IL 60062 CITY-ST-ZIP 2. 4 CITY-ST-ZIP VICE PRESIDENT DELETE K Change Addition TITLE 3.1 TITLE BROWN, JOHN R. BERNAUER, D. W. NAME 3.2 NAME 1495 LAKE SHORE COURT 4 COVENTRY LINCOLNSHIRE, ILLINOIS 3.3 STREET ADDRESS STREET ADDRESS 60069 **BARRINGTON IL 60012** 3.4. CITY-ST-ZIP CITY-ST-ZIP Change Addition TITLE DELETE 4.1 THILE KING, E.H. NAME 4 2 NAME 350 TAYLOR CT. STREET ADDRESS 4.3 STREET ADDRESS **DEERFIELD IL 60015** CITY-ST-ZIP 4.4 CITY-ST-ZIP DELETE Change Addition 5.1 TITLE TITLE LEVIN, JOEL H. NAME 5.2 NAME 1030 SUNSET COURT STREET ADDRESS 5.3 STREET ADDRESS **DEERFIELD IL 60015** CITY-ST-ZIP 5.4 CITY-ST-ZIP Change DELETE Addition 61 THILE TITLE SILVERMAN, ROBERT NAME 6.2 NAME **1400 KINGSPORT COURT** STREET ADDRESS 6.3 STREET ADDRESS NORTHBROOK IL 60062

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.

6.4 City - ST - ZIP

TREASURER TORT H LEVIN

CITY-ST-ZIP

4/24/98