


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

FILED
Apr 29, 1999 8:00 am
Secretary of State

04-29-1999 90221 029 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P38816
 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 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc.	2a. Mailing Address 26 Suite, Apt. #, etc.	22 City & State	23 City & State	24 Zip	25 Country	29 Zip	30 Country
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3. Date Incorporated or Qualified 05/15/1992	4. FEI Number 36-3796738	Applied For <input type="checkbox"/> 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 owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent

THE PRENTICE HALL CORPORATION SYSTEM, INC
1201 HAYS STREET, SUITE 105
TALLAHASSEE FL 32301

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 _____ 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	BERNAUER, D. W
STREET ADDRESS	4 COVENTRY
CITY-ST-ZIP	LINCOLNSHIRE IL 60069
TITLE	S <input type="checkbox"/> DELETE
NAME	KING, E.H.
STREET ADDRESS	350 TAYLOR CT.
CITY-ST-ZIP	DEERFIELD IL 60015
TITLE	T <input checked="" 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 KINGSPOUR COURT
CITY-ST-ZIP	NORTHBROOK IL 60062

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	P, D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	VP, D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	VP, D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	T <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	Kellen, M.E.
5.3 STREET ADDRESS	300 Wilmot Road
5.4 CITY-ST-ZIP	Deerfield, Il. 60015
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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: Margaret Kellen DATE: 4/26/99
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)