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PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State
DIVISION OF CORPORATIONS

FILED

97 JUN -2 PM 12:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P07284 (3)
1. Corporation Name
INSTA-CARE PHARMACY SERVICES CORPORATION



Principal Place of Business: 5111 ROGERS AVENUE, SUITE 40-A, FORT SMITH AR 72919-0155
Mailing Address: 5111 ROGERS AVENUE, SUITE 40-A, FORT SMITH AR 72919-8001

3. Date Incorporated or Qualified: 08/26/1985
3a. Date of Last Report: 02/27/1996
4. FEI Number: 59-1817412
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business: 21, 22, 23, 24
2a. Mailing Address: 26, 27, 28, 29, 30

9. Name and Address of Current Registered Agent
C T CORPORATION SYSTEM
1200 S. PINE ISLAND RD.
PLANTATION FL 33324

10. Name and Address of New Registered Agent
81 Name: Corporation Service Company
82 Street Address (P.O. Box Number is Not Acceptable): 1201 Hays Street
83
84 City: Tallahassee FL 85 Zip Code: 32301

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: Deborah D. Skipper
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)
DATE: 6-2-97

12. OFFICERS AND DIRECTORS

TITLE	P	<input type="checkbox"/> DELETE
NAME	BANKS, DAVID R	
STREET ADDRESS	5111 ROGERS AVENUE., SUITE 40-A	
CITY-ST-ZIP	FORT SMITH AR 72919-1000	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	HENDRICKSON, BOYD W	
STREET ADDRESS	5111 ROGERS AVENUE, SUITE 40-A	
CITY-ST-ZIP	FORT SMITH AR 72919-1000	
TITLE	EVP	<input type="checkbox"/> DELETE
NAME	ASTOR, JAY	
STREET ADDRESS	5111 ROGERS AVENUE, SUITE 40-A	
CITY-ST-ZIP	FORT SMITH AR 72919-1000	
TITLE	EVP	<input type="checkbox"/> DELETE
NAME	POMMERVILLE, ROBERT W	
STREET ADDRESS	5111 ROGERS AVENUE, SUITE 40-A	
CITY-ST-ZIP	FORT SMITH AR 72919-1000	
TITLE	EVP	<input type="checkbox"/> DELETE
NAME	REDMOND, DAVID	
STREET ADDRESS	5111 ROGERS AVENUE, SUITE 40-A	
CITY-ST-ZIP	FORT SMITH AR 72919-1000	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	ODOM, HOLLY A	
STREET ADDRESS	5111 ROGERS AVENUE, SUITE 40-A	
CITY-ST-ZIP	FORT SMITH AR 72919-1000	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	President & Chief Exe.Off.	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	C. Arnold Renschler, M.D.	
1.3 STREET ADDRESS	3611 Queen Palm Drive	
1.4 CITY-ST-ZIP	Tampa, FL 33630-3054	
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE	Regional VP-Operations	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE	VP, Asst. Sec.D.Chief Cou.	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	John W. MacKenzie	
4.3 STREET ADDRESS	5111 Rogers Avenue, Suite 40A	
4.4 CITY-ST-ZIP	Fort Smith, AR 72919-0155	
5.1 TITLE	Sr.VP and Chief Counsel	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
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 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, 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: John W. MacKenzie
Signature and typed or printed name of signing officer or director
Date: April 18, 1997
Daytime Phone #: 501-452-6712

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INSTA-CARE PHARMACY SERVICES CORPORATION

OFFICERS AND DIRECTORS

Board of Directors

David R. Banks

C. Arnold Renschler, M.D.

Boyd W. Hendrickson

Bobby W. Stephens

Robert W. Pommerville

Officers

David R. Banks
Chairman of the Board

Donald L. Dotson
Senior Vice President-Labor and
Employment

Boyd W. Hendrickson
Vice Chairman of the Board

Barry S. Ganley
Senior Vice President and Chief
Information Officer

C. Arnold Renschler, M.D.
President and Chief Executive Officer
3611 Queen Palm Drive
Tampa, FL 33630-3054

James M. Griffith
Senior Vice President-Investor Relations
and Corporate Communications

Robert W. Pommerville
Executive Vice President, General Counsel
and Secretary

Schuyler Hollingsworth, Jr.
Senior Vice President and Treasurer

Bobby W. Stephens
Executive Vice President

Carol C. Johansen
Senior Vice President-Human Resources

Scott M. Tabakin
Executive Vice President and Chief
Financial Officer

Mark R. Mostow
Senior Vice President-Sales and Marketing

Eugene B. Clarke
Senior Vice President-Quality Management

David Redmond
Senior Vice President and Chief Financial
Officer-Administration and Support
3611 Queen Palm Drive
Tampa, FL 33630-3054

Philip W. Small
Senior Vice President

Jay Astor
Regional Vice President-Operations
1871 Lefthand Circle
Longmont, CO 80501

Robert Beaty
Regional Vice President-Operations
3611 Queen Palm Drive
Tampa, FL 33630-3054

Rob Hansen
Regional Vice President-Operations
10969 Trade Center Dr., Suite 106
Rancho Cordova, CA 95670

Brad Lanham
Regional Vice President-Operations
2550 114th Street, Suite 120
Grand Prairie, TX 75050

Janice Rutkowski
Regional Vice President-Operations
1123 Pearl Street
Brockton, MA 02401

Maude Babington
Vice President-Consulting
3611 Queen Palm Drive
Tampa, FL 33630-3054

Pamela H. Daniels
Vice President, Controller and Chief
Accounting Officer

Adam R. Felde
Vice President-Technology Services

Gerald Gerlach
Vice President and CAO-Finance
3611 Queen Palm Drive
Tampa, FL 33630-3054

Norman R. Gould
Vice President-Business Applications

Darrell Hammond
Vice President-Human Resources
3611 Queen Palm Drive
Tampa, FL 33630-3054

Barry A. Khan
Vice President-Construction

Frederic A. Maas
Vice President-Tax and Assistant Secretary

John C. Mabry
Vice President-Business Solutions

John W. MacKenzie
Vice President, Deputy General Counsel
and Assistant Secretary

David G. Merrell
Vice President-Financial Planning and
Controls

Robert Pruneau
Vice President-Pharmacy Services PMSI
3611 Queen Palm Drive
Tampa, FL 33630-3054

Larry Shipp
Vice President-Development and
Purchasing
3611 Queen Palm Drive
Tampa, FL 33630-3054