

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

FILED
May 13 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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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 72919-0155
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
08/26/1985

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 owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

2. Principal Place of Business 21 3611 Queen Palm Drive Suite, Apt. #, etc.	2a. Mailing Address 26 Same as #2 Suite, Apt. #, etc.
22 City & State Tampa, FL	27 City & State
23 Zip 33619	24 Country
25 Country	29 Zip
26 Country	30 Country

9. Name and Address of Current Registered Agent

**CORPORATION SERVICE COMPANY
 1201 HAYS STREET
 TALLAHASSEE FL 32301-2525**

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	PCEO	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RENSCHLER, C. ARNOLD	1.2 NAME	PLEASE SEE ATTACHED
STREET ADDRESS	3611 QUEEN PALM DRIVE	1.3 STREET ADDRESS	
CITY-ST-ZIP	TAMPA FL 33630-3054	1.4 CITY-ST-ZIP	
TITLE	VP	2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	HENDRICKSON, BOYD W	2.2 NAME	
STREET ADDRESS	5111 ROGERS AVENUE, SUITE 40-A	2.3 STREET ADDRESS	
CITY-ST-ZIP	FORT SMITH AR 72919-1000	2.4 CITY-ST-ZIP	
TITLE	RVPO	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	ASTOR, JAY	3.2 NAME	
STREET ADDRESS	5111 ROGERS AVENUE, SUITE 40-A	3.3 STREET ADDRESS	
CITY-ST-ZIP	FORT SMITH AR 72919-1000	3.4 CITY-ST-ZIP	
TITLE	EVP	4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	POMMERVILLE, ROBERT W	4.2 NAME	
STREET ADDRESS	5111 ROGERS AVENUE, SUITE 40-A	4.3 STREET ADDRESS	
CITY-ST-ZIP	FORT SMITH AR 72919-1000	4.4 CITY-ST-ZIP	
TITLE	SVCC	5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	REDMOND, DAVID	5.2 NAME	
STREET ADDRESS	5111 ROGERS AVENUE, SUITE 40-A	5.3 STREET ADDRESS	
CITY-ST-ZIP	FORT SMITH AR 72919-1000	5.4 CITY-ST-ZIP	
TITLE	AS	6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	ODOM, HOLLY A	6.2 NAME	
STREET ADDRESS	5111 ROGERS AVENUE, SUITE 40-A	6.3 STREET ADDRESS	
CITY-ST-ZIP	FORT SMITH AR 72919-1000	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: _____ VP-Treasurer 6-28-98 813-626-7788

CR2E034 (10/97)

PharMerica, Inc. & Subsidiaries
11-2310352

Corporate Officers
as of 04/16/98

	ADDRESS	TELEPHONE	FAX	HOME ADDRESS
Allan Silber <i>Chairman</i> <i>Board of Directors</i>	Counsel Corporation Exchange Tower - #1300 130 King St. West P.O. Box 435 Toronto, Canada M5X 1E3	416-866-3059 or 416-866-5582	416-866-3050 or 416-866-3061	106 Old Forest Hill Rd. Toronto, Ontario Canada M5P 2R9
Morris Perils <i>President</i> <i>Board of Directors</i>	Counsel Corporation Exchange Tower - #1300 130 King St. West P.O. Box 435 Toronto, Canada M5X 1E3	416-866-3193 (lily) or Stadlanders Drug Co. 600 Penn Center Blvd. Pittsburgh, Pa 15235	416-866-3061 in Toronto 412-825-0589 / PA	128 Arnold Avenue Thornhill, Ontario L4J 1B7
C. Arnold Renschler <i>President & CEO</i>	3611 Queen Palm Dr. Tampa, Florida 33619	813-626-7788, Ext. 6816	813-623-1167	98 Baltic Circle Tampa, Florida 33606
Bob Della Valle <i>EVP & COO</i>	9901 E. Valley Ranch Pkwy. Suite 3001 Irving, Texas 75063	972-401-1541 Tampa v.m. x5520	972-401-2972	116 Flintshire Way Coppell, TX 75019
Jerry Gerlach <i>VP / Treasury</i>	3611 Queen Palm Dr. Tampa, FL 33619	813-626-7788, Ext. 6930 800-237-7676	813-628-8871	901 S. Fremont Avenue Tampa, FL 33606
Tom Hofmelster <i>VP / Controller</i>	3611 Queen Palm Dr. Tampa, FL 33619	800-237-7676, Ext. 6970 972-753-0900 in Dallas	813-628-8871 972-753-0721/Dallas	404 Renbert Court Highland Village, TX 75067
Curt Johnson <i>Sr. VP & General Counsel</i>	3611 Queen Palm Drive Tampa, FL 33619	800-237-7676, Ext. 6289 Temporarily: 212-867-1669	212-867-3226	in NY: 10 Greenridge Ave. White Plains, NY 10605
Scott Jones <i>VP Marketing / Sales</i>	3611 Queen Palm Dr. Tampa, FL 33619	800-237-7676, Ext. 6364 800-237-7676, x6944 for	813-664-0774	1815 Richardson Pl Tampa, FL 33606
John Kernaghan <i>VP & CIO</i>	3611 Queen Palm Dr. Tampa, FL 33619	800-237-7676, Ext. 6101 800-237-7676, x6735 for	813-620-0431	17104 Carrington Park Dr. Apt. 521 Tampa, FL 33647
Jim Shelton <i>EVP & CFO</i>	3611 Queen Palm Dr. Tampa, FL 33619	800-237-7676, x5117 Laura Byers, x6368 Dallas: 972-401-1541	813-628-8871 972-401-2972 in Dallas	5989 Edinburgh Dr. Plano, TX 75093

PharMerica, Inc. & Subsidiaries
11-2310352

Corporate Directors
as of 04/16/98

Board Member	Telephone	Fax Number	Home Address & Telephone	Address
David R. Banks	800-666-9996 x8406	501-484-8489	3421 Free Ferry Fort Smith, AR 72903 501-785-5154	Chairman & CEO Beverly Enterprises, Inc. 5111 Rogers Av - #40-A Fort Smith, AR 72919-0155
Stan Harrell	813-222-1303, press 1 Connie Snowden, press 6	813-222-1313	910 S. Himes Tampa, FL 33629 813-258-0051	Harrell Management Group 100 N. Tampa St. - #3540 Tampa, Florida 33602
Boyd W. Hendrickson	800-666-9996 x8405	501-484-8489	3816 Spring Mountain Rd. Fort Smith, AR 72916 501-646-0806	President & COO Beverly Enterprises, Inc. 5111 Rogers Av - #40-A Fort Smith, AR 72919-0155
Morris Perils	416-866-3096 /lly	416-866-3061	128 Arnold Avenue Thornhill, Ontario Canada L4J 1B7 905-731-0369	Counsel Corporation Exchange Tower 130 King St. West - #1300 P.O. Box 435 Toronto, Canada M5X 1E3
Fred Powell	717-730-2666 Trish Klinger, Asst.	717-730-2670	690 Moore's Mountain Rd. Mechanicsburg, PA 17055 Tel: 717-697-7186	Omni Interactive Systems 2415-A Old Gettysburg Rd. Camp Hill, PA 17011
Albert Reichmann	416-365-2515 / Vicky 305-532-7248 (in Miami)	416-365-2510 305-532-7365 (in Miami)	FL: 4521 Pinetree Dr. Miami Beach, FL 33140	O & Y Properties, Inc. Scotia Plaza 40 King St. West - #270 Toronto, Canada M5H 3Y2
C. Arnold Renschler	813-626-7788 x6816 Asst., Christina x6819	813-623-1167	98 Baltic Circle Tampa, FL 33606 813-254-8695	PharMerica 3611 Queen Palm Drive Tampa, Florida 33619
Allan Silber, Chairman	416-866-3096 lly, Assistant	416-866-3050	106 Old Forest Hill Rd. Toronto, Ontario Canada M5P 2R9 416-785-1818	Chairman & CEO Counsel Corporation Exchange Tower 130 King St. West - #1300 P.O. Box 435 Toronto, Canada M5X 1E3
Edward Sonshine	416-866-3018 416-866-3112 Asst. Bev Brown	416-866-3061 416-866-3128 private fax #	86 Forest Heights Blvd. Willowdale, Ontario Canada M2L 2K8 416-445-0246 or 16485 Collins Ave Apt. 1231 N. Miami Beach, FL 33160 305-354-7464	Counsel Corporation Exchange Tower 130 King St. West - #1300 P.O. Box 435 Toronto, Canada M5X 1E3
Dr. Gall Wilensky	301-656-7401 / Asst. Eric x 263	301-654-0629	2807 Battery Place N.W Washington, DC 20016 202-966-0407	Project HOPE 7500 Old Georgetown Rd. Suite #600 Bethesda, Maryland 21814