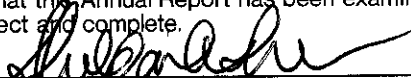


No. 85471	<b>Idaho Corporation Annual Report Form</b> Due No Later Than November 1, 1990		2. Registered Agent and Office  <b>C. T. CORPORATION SYSTEM</b> <b>300 NORTH 6TH STREET</b>  <b>BOISE ID 83701</b>		
Return To  <b>Secretary of State</b> <b>Room 203, Statehouse</b> <b>Boise, ID 83720</b>  NO FEE REQUIRED	1. Mailing Address — Please Correct		3. Incorporated Under The Laws of CA  NO: 085471		
	<b>CAREMARK INC.</b> <b>JOHN F. GAITHER, JR.</b> <b>455 KNIGHTSBRIDGE PKWY.</b>  <b>LINCOLNSHIRE IL 60069</b>				
4. Names and Addresses of Officers and Directors					
	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
President:	CHARLES H. BLANCHARD,	455 KNIGHTSBRIDGE PKWY.,	LINCOLNSHIRE,	IL	60069
Secretary:	JOHN F. GAITHER, JR.,	ONE BAXTER PKWY.,	DEERFIELD,	IL	60015
Directors:	G. MARSHALL ABBEY,	✓     ✓     ✓	✓	✓	✓
	JOHN F. GAITHER, JR.,	✓     ✓     ✓	✓	✓	✓
	ARTHUR F. STAUBITZ,	✓     ✓     ✓	✓	✓	✓
5. Nature of Business MEDICAL SERVICES - HOME HEALTH CARE		6. I certify that this Annual Report has been examined by me and is to the best of my knowledge true, correct and complete.			
		Signature			Date
		Name <small>(Typed or Printed)</small>	SHELDON ASHER		Title VICE PRESIDENT