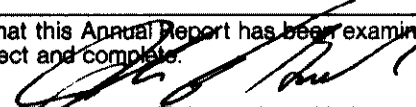


No. 085471	Idaho Corporation Annual Report Form	2. Registered Agent and Office																												
Return To Secretary of State Room 203, Statehouse Boise, ID 83720 38 OCT 17 1988	Due No Later Than November 1, 1988	C T CORPORATION SYSTEM 300 NORTH 6TH STREET BOISE, IDAHO 83701																												
	1. Mailing Address — Please Correct 085471																													
	CAREMARK HOMECARE INC. JOHN F. GAITHER, JR. ONE BAXTER PARKWAY DEERFIELD, ILLINOIS 60015	3. Incorporated Under The Laws of STATE OF CALIFORNIA																												
4. Names and Addresses of Officers and Directors																														
	<table border="1"> <thead> <tr> <th data-bbox="414 401 728 443">Name</th> <th data-bbox="733 401 1058 443">Street or P.O. Address</th> <th data-bbox="1063 401 1158 443">City</th> <th data-bbox="1163 401 1339 443">State</th> <th data-bbox="1344 401 1604 443">Zip</th> </tr> </thead> <tbody> <tr> <td data-bbox="414 446 728 478">President: L. Peter Smith</td> <td data-bbox="733 446 1058 478">1415 Lake Cook Road</td> <td data-bbox="1063 446 1158 478">Deerfield</td> <td data-bbox="1163 446 1339 478">Illinois</td> <td data-bbox="1344 446 1604 478">60015</td> </tr> <tr> <td data-bbox="414 481 728 513">Secretary: John F. Gaither, Jr.</td> <td data-bbox="733 481 1058 513">One Baxter Parkway</td> <td data-bbox="1063 481 1158 513">Deerfield</td> <td data-bbox="1163 481 1339 513">Illinois</td> <td data-bbox="1344 481 1604 513">60015</td> </tr> <tr> <td data-bbox="414 517 728 549" rowspan="3">Directors:</td> <td data-bbox="733 517 1058 549">G. Marshall Abbey</td> <td data-bbox="1063 517 1158 549">Deerfield</td> <td data-bbox="1163 517 1339 549">Illinois</td> <td data-bbox="1344 517 1604 549">60015</td> </tr> <tr> <td data-bbox="733 552 1058 584">Arthur F. Staubitz</td> <td data-bbox="1063 552 1158 584">Deerfield</td> <td data-bbox="1163 552 1339 584">Illinois</td> <td data-bbox="1344 552 1604 584">60015</td> </tr> <tr> <td data-bbox="733 587 1058 619">John F. Gaither, Jr.</td> <td data-bbox="1063 587 1158 619">Deerfield</td> <td data-bbox="1163 587 1339 619">Illinois</td> <td data-bbox="1344 587 1604 619">60015</td> </tr> </tbody> </table>	Name	Street or P.O. Address	City	State	Zip	President: L. Peter Smith	1415 Lake Cook Road	Deerfield	Illinois	60015	Secretary: John F. Gaither, Jr.	One Baxter Parkway	Deerfield	Illinois	60015	Directors:	G. Marshall Abbey	Deerfield	Illinois	60015	Arthur F. Staubitz	Deerfield	Illinois	60015	John F. Gaither, Jr.	Deerfield	Illinois	60015	
Name	Street or P.O. Address	City	State	Zip																										
President: L. Peter Smith	1415 Lake Cook Road	Deerfield	Illinois	60015																										
Secretary: John F. Gaither, Jr.	One Baxter Parkway	Deerfield	Illinois	60015																										
Directors:	G. Marshall Abbey	Deerfield	Illinois	60015																										
	Arthur F. Staubitz	Deerfield	Illinois	60015																										
	John F. Gaither, Jr.	Deerfield	Illinois	60015																										
5. Nature of Business Provides medical support services and products to ill patients at home	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  Name (Typed or Printed) John F. Gaither, Jr. Date October 11, 1988 Title Secretary																													

ENTERED
OCT 19 1988