

No. C 85471

Annual Report Form

1997

2. Registered Agent and Office NOT A P.O. BOX

Due No Later Than November 30,

Return to:  
SECRETARY OF STATE  
700 WEST JEFFERSON  
PO BOX 83720  
BOISE, ID 83720-0080

1. Mailing Address - Please Correct, If Not Correct

CAREMARK INC.  
c/o MedPartners Inc.  
~~2245 SANDERS RD~~ 3000 Galleria  
~~SUITE 400 TAX~~ Tower, Ste.1000  
~~NORTHBROOK IL 60062~~

PRENTICE-HALL CORP SYSTE  
200 N 23RD ST

BOISE ID 83702

NO FEE REQUIRED

\* FIRST NOTICE \*

3. Organized Under the Laws of:

CA C 85471


4. Corporations: Enter Names and Business Addresses of **President, Secretary and Directors**  
Limited Liability Companies: Enter Names and Addresses of  **Managers** or  **Members** (check one)

Office held                      Name                                      Street or P.O. Address                      City                      State                      Zip

Birmingham, AL 35244

-- Please see attached --

5.

6. Signature  Date August 13, 1997  
Name (Typed or Printed) Tracy P. Thrasher Title V.P. & Sec'y

ISSUED: 07-04-1997

↓ DO NOT TAPE OR STAPLE ↓

3314

Attachment to Idaho - 1997 Annual Report

**Caremark Inc.**

Officers:

Larry R. House - CEO	3000 Galleria Tower, Suite 1000 Birmingham, AL 35244-2327
Mark L. Wagar - President	3000 Galleria Tower, Suite 1000 Birmingham, AL 35244-2327
Harold O. Knight, Jr. Vice President & Treasurer	3000 Galleria Tower, Suite 1000 Birmingham, AL 35244-2327
Tracy P. Thrasher Vice President & Secretary	3000 Galleria Tower, Suite 1000 Birmingham, AL 35244-2327
J. Brooke Johnston, Jr. Vice President & General Counsel	3000 Galleria Tower, Suite 1000 Birmingham, AL 35244-2327

Directors:

Larry R. House	3000 Galleria Tower, Suite 1000 Birmingham, AL 35244-2327
Harold O. Knight, Jr.	3000 Galleria Tower, Suite 1000 Birmingham, AL 35244-2327
Tracy P. Thrasher	3000 Galleria Tower, Suite 1000 Birmingham, AL 35244-2327