



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2005

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 80872		2. Name of Corporation Pharmacy Corporation of America		
3. Street Address Principal Business Office 1300 Morris Drive		City Chesterbrook	State PA	Zip 19087
4. Business Phone No. 610-727-7000		5. State of Incorporation CALIFORNIA		6. SIC Code 9886
7. Brief Description of the Character of Business Conducted in Rhode Island INSTITUTIONAL PHARMACY.				
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS				
President Name William G. Shields		Vice President Name David A. Weidner		
Street Address 1300 Morris Drive		Street Address 1300 Morris Drive		
City Chesterbrook	State PA	Zip 19087	City Chesterbrook	State PA
Secretary Name William D. Sprague		Assistant Secretary Name Daniel T. Hirst		
Street Address 1300 Morris Drive		Street Address 1300 Morris Drive		
City Chesterbrook	State PA	Zip 19087	City Chesterbrook	State PA
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS				
Director Name William G. Shields		Director Name David A. Weidner		
Street Address 1300 Morris Drive		Street Address 1300 Morris Drive		
City Chesterbrook	State PA	Zip 19087	City Chesterbrook	State PA
Director Name William G. Shields		Director Name David A. Weidner		
Street Address 1300 Morris Drive		Street Address 1300 Morris Drive		
City Chesterbrook	State PA	Zip 19087	City Chesterbrook	State PA
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>				
11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>				
AUTHORIZED SHARES		ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series
1,000	COMM	\$1.00	1,000	Common
				1

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



80872

File Date 2-11-05
Check No. 1370330
By: [Signature]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer [Signature] Date 2/8/2005
Print or Type Name of Officer DANIEL T. HIRST
Title of Officer ASS'T SECRETARY



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2004

Filing Period: January 1 - March 1 • Filing Fee: \$50.00
(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No 80872		2. Name of Corporation Pharmacy Corporation of America			
3. Street Address Principal Business Office 1300 Morris Drive			City Chesterbrook	State PA	Zip 19087-5594
4. Business Phone No 610-727-7000		5. State of Incorporation CALIFORNIA		6. SIC Code 9886	
7. Brief Description of the Character of Business Conducted in Rhode Island INSTITUTIONAL PHARMACY.					
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name William G. Shields			Vice President Name David A. Weidner		
Street Address 1300 Morris Drive			Street Address 1300 Morris Drive		
City Chesterbrook	State PA	Zip 19087-5594	City Chesterbrook	State PA	Zip 19087-5594
Secretary Name William D. Sprague			Treasurer Name (Assistant Secretary) Daniel T. Hirst		
Street Address 1300 Morris Drive			Street Address 1300 Morris Drive		
City Chesterbrook	State PA	Zip 19087-5594	City Chesterbrook	State PA	Zip 19087-5594
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name William G. Shields			Director Name David A. Weidner		
Street Address 1300 Morris Drive			Street Address 1300 Morris Drive		
City Chesterbrook	State PA	Zip 19087-5594	City Chesterbrook	State PA	Zip 19087-5594
Director Name			Director Name		
Street Address			Street Address		
City	State	Zip	City	State	Zip
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
1,000 COMM \$1.00 PAR VALUE			1000	Common	1.00

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 8 0 8 7 2 *

File Date 3812375
Check No. 29.04
By: ICP

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Daniel T. Hirst 1/28/2004
Signature of Officer Date
Daniel T. Hirst
Print or Type Name of Officer
Assistant Secretary
Title of Officer



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003
Filing Period: January 1-March 1 • Filing Fee: \$50.00



(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. **80872** 2. Name of Corporation **Pharmacy Corporation of America**
3. Street Address Principal Business Office **1300 Morris Drive**
4. Business Phone No. **610-727-7000** 5. State of Incorporation **CALIFORNIA**
7. Brief Description of the Character of Business Conducted in Rhode Island
Retail Pharmacy Sales

City **Chesterbrook** State **PA** Zip **19087**
6. SIC Code **9886**

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) **FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name **Charles J. Carpenter**
Street Address **1300 Morris Drive**
City **Chesterbrook** State **PA** Zip **19087**
Secretary Name **William D. Sprague**
Street Address **1300 Morris Drive**
City **Chesterbrook** State **PA** Zip **19087**

Vice President Name **David Weidner**
Street Address **1300 Morris Drive**
City **Chesterbrook** State **PA** Zip **19087**
Assistant Secretary Name **Daniel T. Hirst**
Street Address **1300 Morris Drive**
City **Chesterbrook** State **PA** Zip **19087**

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) **FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name **Charles J. Carpenter**
Street Address **1300 Morris Drive**
City **Chesterbrook** State **PA** Zip **19087**
Director Name
Street Address
City State Zip

Director Name
Street Address
City State Zip
Director Name
Street Address
City State Zip

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

Number of Shares	Class/Series	Par Value
1,000	COMM	\$1.00 PAR VALUE

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

Number of Shares	Class/Series	Par Value
1,000	Common	1.00

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 8 0 8 7 2 *

File Date: 2/3/03
Check No.: 0003685286
By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer [Signature] Date 1/08/2003
Print or Type Name of Officer Daniel T. Hirst
Title of Officer Assistant Secretary

Pharmacy Corporation of America, Inc.

Directors

Charles J. Carpenter

Officers

Charles J. Carpenter,
David Weidner,
John Scheels,

William D. Sprague,
Daniel T. Hirst.

President
Senior VP and CFO
VP, General Counsel &
Assistant Secretary
VP and Secretary
Assistant Secretary

Address for All Directors and Officers

1300 Morris Drive, Chesterbrook, PA 19087

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2002
Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)



1. Corporate ID No. **80872** 2. Name of Corporation **Pharmacy Corporation of America**
3. Street Address Principal Business Office **1300 Morris Drive**
4. Business Phone No. **(610) 727-7000** 5. State of Incorporation **CALIFORNIA**
7. Brief Description of the Character of Business Conducted In Rhode Island
Retail Pharmacy Sales

City **Chesterbrook** State **PA** Zip **19087-5594**
6. SIC Code **9886**

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) **FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name **Charles J. Carpenter**
Street Address **1300 Morris Drive**
City **Chesterbrook** State **PA** Zip **19087-5594**

Vice President Name **Neil F. Dimick**
Street Address **4000 Metropolitan Drive**
City **Orange** State **CA** Zip **92868**

Secretary Name **William D. Sprague**
Street Address **1300 Morris Drive**
City **Chesterbrook** State **PA** Zip **19087-5594**

Treasurer Name **Michael Montevideo**
Street Address **1300 Morris Drive**
City **Chesterbrook** State **PA** Zip **19087-5594**

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) **FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name **William D. Sprague**
Street Address **1300 Morris Drive**
City **Chesterbrook** State **PA** Zip **19087-5594**

Director Name
Street Address
City State Zip

Director Name
Street Address
City State Zip

Director Name
Street Address
City State Zip

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES
Number of Shares Class/Series Par Value
1,000 COMM \$1.00 PAR VALUE

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES
Number of Shares Class/Series Par Value
1,000 Common \$1.00

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



File Date: 1/28/02
Check No.: 00085769125
By: [Signature]
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] 1/22/02
Signature of Officer Date
Kent Harms, Asst. Sec./VP of Tax
Print or Type Name of Officer
Assistant Secretary/Vice President Tax
Title of Officer

Pharmacy Corporation of America

EIN: 95-3849613

List of Officers & Directors

Name: Charles J. Carpenter

Titles: President

Address: 1300 Morris Drive, Chesterbrook, PA 19087-5594

Name: Neil F. Dimick

Titles: Vice President / Chief Financial Officer

Address: 1300 Morris Drive, Chesterbrook, PA 19087-5594

Name: William D. Sprague

Titles: Director / Secretary / Vice President

Address: 1300 Morris Drive, Chesterbrook, PA 19087-5594

Name: Michael Montevideo

Titles: Treasurer

Address: 1300 Morris Drive, Chesterbrook, PA 19087-5594

Name: Vicki L. Bausinger

Titles: Assistant Secretary

Address: 1300 Morris Drive, Chesterbrook, PA 19087-5594

Name: Kent Harms

Titles: Assistant Secretary

Address: 4000 Metropolitan Drive, Orange, CA 92868

Name: Arturo Sida

Titles: Assistant Secretary / Vice President Legal Affairs

Address: 4000 Metropolitan Drive, Orange, CA 92868



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2001

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)



1. Corporate ID No. **80872** 2. Name of Corporation **Pharmacy Corporation of America**
3. Street Address Principal Business Office **4000 METROPOLITAN DRIVE** City **ORANGE** State **CA** Zip **92868**
4. Business Phone No. **(714) 385-4000** 5. State of Incorporation **CALIFORNIA** 6. SIC Code **9886**

7. Brief Description of the Character of Business Conducted in Rhode Island

PHARMACEUTICALS

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) **FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name CHARLES J. CARPENTER Street Address 4000 METROPOLITAN DRIVE City ORANGE State CA Zip 92868	Vice President Name NEIL F. DIMICK Street Address 4000 METROPOLITAN DRIVE City ORANGE State CA Zip 92868
Secretary Name MILAN A. SAWDEI Street Address 4000 METROPOLITAN DRIVE City ORANGE State CA Zip 92868	Treasurer Name MICHAEL MONTEVIDEO Street Address 4000 METROPOLITAN DRIVE City ORANGE State CA Zip 92868

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) **FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name MILAN A. SAWDEI Street Address 4000 METROPOLITAN DRIVE City ORANGE State CA Zip 92868	Director Name Street Address City State Zip
Director Name Street Address City State Zip	Director Name Street Address City State Zip

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES
Number of Shares Class/Series Par Value
1,000 COMM \$1.00 PAR VALUE

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES
Number of Shares Class/Series Par Value
1,000 Common \$1.00

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 8 0 8 7 2 *

File Date: **FILED**

Check No.: **FEB 05 2001**

By: **By [Signature] 343 9/33**

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] 1/15/01
Signature of Officer Date

NEIL F. DIMICK
Print or Type Name of Officer

EXECUTIVE VICE PRESIDENT
Title of Officer



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2000

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **80872** 2. Name of Corporation **Pharmacy Corporation of America**
3. Street Address Principal Business Office **4000 Metropolitan Drive** City **Orange** State **CA** Zip **92868**
4. Business Phone No. **714-385-4000** 5. State of Incorporation **CALIFORNIA** 6. SIC Code **9886**
7. Brief Description of the Character of Business Conducted in Rhode Island

Retail Pharmacy

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name Charles J. Carpenter Street Address 4000 Metropolitan Drive City Orange State CA Zip 92868	Vice President Name Neil F. Dimick Street Address 4000 Metropolitan Dr. City Orange State CA Zip 92868
Secretary Name Milan A. Sawdei Street Address 4000 Metropolitan Dr. City Orange State CA Zip 92868	Treasurer Name Eric J. Schmitt Street Address 4000 Metropolitan Dr. City Orange State CA Zip 92868

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name Milan A. Sawdei Street Address 4000 Metropolitan DR. City Orange State CA Zip 92868	Director Name Street Address City Orange State CA Zip 92868
Director Name Street Address City Orange State CA Zip 92868	Director Name Street Address City Orange State CA Zip 92868

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES	Class/Series	Par Value
Number of Shares		
1,000	Common	\$1.00

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES	Class/Series	Par Value
Number of Shares		
1,000	Common	\$1.00

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 8 0 8 7 2 *

FILED

File Date: _____

MAR 20 2000

Check No.: _____

By **MS**

By: _____

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Milan A. Sawdei **2/23/00**
Signature of Officer Date

Milan A. Sawdei
Print or Type Name of Officer

EVP, CLO & Secretary
Title of Officer

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1999
Filing Period: January 1-March 1 • Filing Fee: \$50.00



(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 80872	2. Name of Corporation Pharmacy Corporation of America
3. Street Address Principal Business Office 175 Kelsey Lane	City Tampa State Florida Zip 33619
4. Business Phone No. (813) 626-7788	5. State of Incorporation CALIFORNIA 6. SIC Code 9886
7. Brief Description of the Character of Business Conducted in Rhode Island Pharmaceutical	

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS			
President Name C. Arnold Renschler		Vice President Name David Redmond	
Street Address 175 Kelsey Lane		Street Address 175 Kelsey Lane	
City Tampa	State FL	City Tampa	State FL
Zip 33619		Zip 33619	
Secretary Name Curt Johnson		Controller Jerry Gerlach	
Street Address 175 Kelsey Lane		Street Address 175 Kelsey Lane	
City Tampa	State FL	City Tampa	State FL
Zip 33619		Zip 33619	

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS			
Director Name David R. Banks		Director Name Boyd Hendrickson	
Street Address 5111 Rogers Avenue #40-A		Street Address 5111 Rogers Avenue #40-A	
City Fort Smith	State AR	City Fort Smith	State AR
Zip 72919-0155		Zip 72919-0155	
Director Name Stan Harrell		Director Name Fred Powell	
Street Address 100 N. Tampa St #3540		Street Address 2415-A Old Gettsburg Road	
City Tampa	State FL	City Camp Hill	State PA
Zip 33602		Zip 17011	

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>			11. SHARES ISSUED (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
1,000	Common	\$1	1,000	Common	\$1

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



File Date: Jan 20, 1999
Check No.: 262432
By: JR
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.
Signature of Officer: David Z. Redmond Date: 1/15/99
Print or Type Name of Officer: David L. Redmond
Title of Officer: VP/CEO

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1998
Filing Period: January 1-March 1 • Filing Fee: \$50.00



(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **80872** 2. Name of Corporation **Pharmacy Corporation of America**
3. Street Address Principal Business Office **3611 Queen Palm Drive** City **Tampa** State **FL** Zip **33619**
4. Business Phone No. **813-626-7788** 5. State of Incorporation **CALIFORNIA** 6. SIC Code **9886**

7. Brief Description of the Character of Business Conducted in Rhode Island
Pharmaceutical Sales

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) **X**

President Name C. A. RENSCHLER Street Address 3611 QUEEN PALM DRIVE City State Zip TAMPA FL 33619	Vice President Name BOB DELLA VALLE Street Address 9901 E. VALLEY RANCH PKWY City State Zip IRVING TX 75063
Secretary Name TOM HOFMEISTER Street Address 3611 QUEEN PALM DRIVE City State Zip TAMPA FL 33619	Treasurer Name JERRY GERLACH Street Address 3611 QUEEN PALM DRIVE City State Zip TAMPA FL 33619

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) **X**

Director Name C. A. RENSCHLER Street Address 3611 QUEEN PALM DRIVE City State Zip TAMPA FL 33619	Director Name DAVID BANKS Street Address 5111 Rogers Avenue, #40-A City State Zip FORT SMITH AR 72919
Director Name BOYD W. HENDRICKSON Street Address 5111 ROGERS AVENUE, #40-A City State Zip Ft. SMITH AR 72919	Director Name ALLAN SILBER Street Address P. O. BOX 435 City State Zip TORONTO CANADA M5H 3Y2

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES	Number of Shares	Class/Series	Par Value
	1000	Common	1

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES	Number of Shares	Class/Series	Par Value
	1000	Common	1

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



File Date: **5-26-98**
Check No.: **92016**
By: **KMF**

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Gerald R. Gerlach 4/27/98
Signature of Officer Date
Gerald R. Gerlach
Print or Type Name of Officer
VP - Treasurer
Title of Officer

PharMerica, Inc. & Subsidiaries
11-2310352

Corporate Officers
as of 04/16/98

	ADDRESS	TELEPHONE	FAX	HOME ADDRESS
<i>Allen Silber</i> <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
<i>Morris Perlis</i> <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 (lidy) 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
<i>C. Arnold Renschler</i> <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
<i>Bob Della Valle</i> <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
<i>Jerry Gerlach</i> <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
<i>Tom Hofmeister</i> <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
<i>Curt Johnson</i> <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
<i>Scott Jones</i> <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
<i>John Kernaghan</i> <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
<i>Jim Shelton</i> <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 Edinbrough 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 & CFO 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 Perlis	416-866-3096 /ldy	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 Gettsburg 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 ldy, 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. Gail 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



PROFIT CORPORATION ANNUAL REPORT 1997

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **80872** 2. Name of Corporation **Pharmacy Corporation of America**

3. Street Address Principal Business Office **5111 Rogers Avenue, Suite 40-A** City **Fort Smith** State **AR** Zip **72919**
4. Business Phone No. **501-452-6712** 5. State of Incorporation **CALIFORNIA** 6. SIC Code **9886**

7. Brief Description of the Character of Business Conducted in Rhode Island

Sale of Pharmacy Supplies

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) X

President Name C. Arnold Renschler, MD Street Address 3611 Queen Palm Drive City Tampa State FL Zip 33630-3054	Vice President Name Bobby W. Stephens Street Address 5111 Rogers Avenue, Suite 40-A City Fort Smith State AR Zip 72919
Secretary Name Robert W. Pommerville Street Address 5111 Rogers Avenue, Suite 40-A City Fort Smith State AR Zip 72919	Treasurer Name Schuyler Hollingsworth, Jr. Street Address 5111 Rogers Avenue, Suite 40-A City Fort Smith State AR Zip 72919

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) X

Director Name David R. Banks Street Address 5111 Rogers Avenue, Suite 40-A City Fort Smith State AR Zip 72919	Director Name Boyd W. Hendrickson Street Address 5111 Rogers Avenue, Suite 40-A City Fort Smith State AR Zip 72919
Director Name C. Arnold Renschler, MD Street Address 3611 Queen Palm Drive City Tampa State FL Zip 33630-3054	Director Name Bobby W. Stephens Street Address 5111 Rogers Avenue, Suite 40-A City Fort Smith State AR Zip 72919

10. SHARES AUTHORIZED AND ISSUED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
1,000	Common	1.00	1,000	Common	1.00

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



File Date: 2/21/97

Check No.: 20683298

By: [Signature]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] 2/10/97
Signature of Officer Date

John W. MacKenzie
Print or Type Name of Officer
VP, Deputy General Counsel and Assistant Secretary
Title of Officer

PHARMACY CORPORATION OF AMERICA
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

Jo Ann Smith
Vice President and Deputy General
Counsel
10969 Trade Center Dr., Suite 106
Rancho Cordova, CA 95670

Christine Murray
Assistant Secretary

Holly A. Odom
Assistant Secretary

Amelia Wright
Vice President-MIS
3611 Queen Palm Drive
Tampa, FL 33630-3054

*Address for all officers unless otherwise noted:

5111 Rogers Ave., Suite 40-A
Ft. Smith, AR 72919-1000

PROFIT CORPORATION ANNUAL REPORT

1996



State of Rhode Island and Providence Plantations
James R. Langevin, Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335 • (401) 277-3040

Filing Period: January 1-March 1
Filing Fee: \$50.00

PLEASE TYPE OR PRINT IN BLACK INK.

1. CORPORATE ID NO. 80872		2. NAME OF CORPORATION Pharmacy Corporation of America	
3. STREET ADDRESS PRINCIPAL BUSINESS OFFICE 5111 Rogers Avenue, Suite 40-A		CITY Fort Smith	STATE Arkansas
4. BUSINESS PHONE NO. (501) 452-6712		5. STATE OF INCORPORATION CALIFORNIA	ZIP CODE 72919
7. BRIEF DESCRIPTION OF THE CHARACTER OF BUSINESS CONDUCTED IN RHODE ISLAND Sale of Pharmacy Supplies		8. SIC CODE 9886	

8. NAMES AND ADDRESSES OF THE OFFICERS					
PRESIDENT NAME Robert D. Woltil			VICE PRESIDENT NAME Bobby W. Stephens		
STREET ADDRESS 5111 Rogers Avenue, Suite 40-A			STREET ADDRESS 5111 Rogers Avenue, Suite 40-A		
CITY Fort Smith	STATE Arkansas	ZIP CODE 72919	CITY Fort Smith	STATE Arkansas	ZIP CODE 72919
SECRETARY NAME Robert W. Pommerville			TREASURER NAME Schuyler Hollinsworth, Jr.		
STREET ADDRESS 5111 Rogers Avenue, Suite 40-A			STREET ADDRESS 5111 Rogers Avenue, Suite 40-A		
CITY Fort Smith	STATE Arkansas	ZIP CODE 72919	CITY Fort Smith	STATE Arkansas	ZIP CODE 72919

9. NAMES AND ADDRESSES OF THE DIRECTORS					
DIRECTOR NAME David R. Banks			DIRECTOR NAME Bobby W. Stephens		
STREET ADDRESS 5111 Rogers Avenue, Suite 40-A			STREET ADDRESS 5111 Rogers Avenue, Suite 40-A		
CITY Fort Smith	STATE Arkansas	ZIP CODE 72919	CITY Fort Smith	STATE Arkansas	ZIP CODE 72919
DIRECTOR NAME Robert D. Woltil			DIRECTOR NAME Robert W. Pommerville		
STREET ADDRESS 5111 Rogers Avenue, Suite 40-A			STREET ADDRESS 5111 Rogers Avenue, Suite 40-A		
CITY Fort Smith	STATE Arkansas	ZIP CODE 72919	CITY Fort Smith	STATE Arkansas	ZIP CODE 72919

10. SHARES AUTHORIZED AND ISSUED					
AUTHORIZED SHARES			ISSUED SHARES		
NUMBER OF SHARES	CLASS / SERIES	PAR VALUE	NUMBER OF SHARES	CLASS / SERIES	PAR VALUE
1,000	Common	\$1.00	1,000	Common	\$1.00

This report must be **SIGNED IN INK** by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained hereon are true and correct.

File Date: 11/25/96
Check No: 20032701
By: *JB*
For Secretary of State Use Only

Signature of Officer: *John W. MacKenzie*
Print or Type Name of Officer: John W. MacKenzie
Title of Officer: Vice Pres. and Asst. Sec.
Date: 1/17/96



ANNUAL REPORT

Please Type or Print
 File Annually - Jan. 1 - March 1
 Filing Fee \$50.00
 Make Checks Payable to: Secretary of State

ALL ENTRIES MUST BE COMPLETED IN FULL OR THE FORM WILL BE RETURNED.

Corporate ID: 0080872 Annual Report for the year: 1995

Name of Corporation: Pharmacy Corporation of America

Business entity organized under the laws of the State of: California Business Entity is (check one):
 Business Corporation (See RIGL Chapter 7-1.1)
 Professional Service Corporation (See RIGL Chapter 7-5.1)

For foreign entity, address and telephone number of principal office:
5111 Rogers Avenue, Suite 40-A
Fort Smith, AR 72919-1000

Phone: (501) 452-6712

Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box):
None

Brief statement of the character of business conducted in Rhode Island:
Sale of Pharmacy Supplies

Phone: ()

THE NAMES OF THE OFFICERS ARE:

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
<u>President</u> <u>Ronald C. Kayne</u>	<u>5111 Rogers Avenue, Suite 40-A</u>	<u>Fort Smith, AR</u>	<u>72919</u>
<u>Vice President</u> <u>Robert D. Woltil</u>	<u>5111 Rogers Avenue, Suite 40-A</u>	<u>Fort Smith, AR</u>	<u>72919</u>
<u>Secretary</u> <u>Robert W. Pommerville</u>	<u>5111 Rogers Avenue, Suite 40-A</u>	<u>Fort Smith, AR</u>	<u>72919</u>
<u>Treasurer</u> <u>Schuyler Hollingsworth</u>	<u>5111 Rogers Avenue, Suite 40-A</u>	<u>Fort Smith, AR</u>	<u>72919</u>

THE NAMES OF THE DIRECTORS ARE:

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
<u>David R. Banks</u>	<u>5111 Rogers Avenue, Suite 40-A</u>	<u>Fort Smith, AR</u>	<u>72919</u>
<u>Bobby W. Stephens</u>	<u>5111 Rogers Avenue, Suite 40-A</u>	<u>Fort Smith, AR</u>	<u>72919</u>
<u>Robert D. Woltil</u>	<u>5111 Rogers Avenue, Suite 40-A</u>	<u>Fort Smith, AR</u>	<u>72919</u>

NUMBER OF SHARES AUTHORIZED (Rider may be attached)		NUMBER OF SHARES ISSUED AND OUTSTANDING (Rider may be attached)	
Number of Shares	Class / Series	Number of Shares	Class / Series
<u>1,000</u>	<u>Common</u>	<u>1,000</u>	<u>Common</u>
<u>1.00 par value</u>		<u>1.00 par value</u>	

Date February 10, 1995

By: John W. MacKenzie
 Assistant Secretary

DESIGNATED REGISTERED AGENT FOR SERVICE OF PROCESS:

PLEASE NOTE: If the registered office and/or registered agent indicated below is incorrect, Form 9 must be filed.

CT CORPORATION SYSTEM
 125 DYER STREET
 PROVIDENCE RI 02903

FILED
 FEB 20 1995
 By: John W. MacKenzie # 100270