



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Matthew A. Brown, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401.222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2005

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

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 93621		2. Name of Corporation ProCare Pharmacy, Inc.			
3. Street Address Principal Business Office ONE CVS DRIVE ATTN:M. LUKER			City WOONSOCKET	State RI	Zip 02895
4. Business Phone No. 4017703565		5. State of Incorporation RHODE ISLAND			6. SIC Code 0
7. Brief Description of the Character of Business Conducted in Rhode Island MARKETING, CONSULTATION AND ANALYSIS IN THE FIELD OF PHARMACY.					
8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Gregory S. Weishar			Vice President Name John M. Buckley		
Street Address 695 George Wash Hwy			Street Address 695 George Wash Hwy		
City Lincoln	State RI	Zip 02865	City Lincoln	State RI	Zip 02865
Secretary Name Zenon P. Lankowsky			Treasurer Name John M. Buckley		
Street Address One CVS Drive			Street Address 695 George Washington Highway		
City Woonsocket	State RI	Zip 02895	City Lincoln	State RI	Zip 02865
9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Gregory S. Weishar			Director Name John M. Buckley		
Street Address 695 George Wash Hwy			Street Address 695 George Wash Hwy		
City Lincoln	State RI	Zip 02865	City Lincoln	State RI	Zip 02865
Director Name Zenon P. Lankowsky			Director Name		
Street Address One CVS Drive			Street Address		
City Woonsocket	State RI	Zip 02865	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
20,000	NO PAR VALUE		20,000		

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



9 3 6 2 1

93621 DBC 02/10/05 02:16:05 PM

File Date _____

FILED

Check No. _____

MAY 03 2005

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.

Melanie K. Luker 2-14-05
Signature of Officer Date

Melanie K. Luker
Print or Type Name of Officer

Assistant Secretary
Title of Officer

ProCare

DIRECTORS

Gregory S. Weishar
695 George Washington Highway
Lincoln RI 02865

Zenon P. Lankowsky
One CVS Drive
Woonsocket RI 02895

John M. Buckley
695 George Washington Highway
Lincoln RI 02865

OFFICERS

Gregory S. Weishar President
695 George Washington Highway
Lincoln RI 02865

Zenon P. Lankowsky Vice President and Secretary
One CVS Drive
Woonsocket RI 02895

John M. Buckley Vice President, Treasurer and Controller
695 George Washington Highway
Lincoln RI 02865

Jeffrey W. Mittleman Assistant Secretary
One CVS Drive
Woonsocket RI 02895

Thomas S. Moffatt Assistant Secretary
One CVS Drive
Woonsocket RI 02895

Melanie K. Luker Assistant Secretary
One CVS Drive
Woonsocket RI 02895



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Matthew A. Brown, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401.222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2004

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

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 93621		2. Name of Corporation ProCare Pharmacy, Inc.			
3. Street Address Principal Business Office ONE CVS DRIVE ATTN: M. LUKER			City WOONSOCKET	State RI	Zip 02895
4. Business Phone No. 4017703565		5. State of Incorporation RHODE ISLAND			6. SIC Code 0
7. Brief Description of the Character of Business Conducted in Rhode Island MARKETING, CONSULTATION AND ANALYSIS IN THE FIELD OP PHARMACY.					
8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Gregory S. Weishar			Vice President Name John M. Buckley		
Street Address 695 George Washington Highway			Street Address 695 George Washington Highway		
City Lincoln	State RI	Zip 02865	City Lincoln	State RI	Zip 02865
Secretary Name Zenon P. Lankowsky			Treasurer Name John M. Buckley		
Street Address One CVS Drive			Street Address 695 George Washington Highway		
City Woonsocket	State RI	Zip 02895	City Lincoln	State RI	Zip 02865
9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Gregory S. Weishar			Director Name John M. Buckley		
Street Address 695 George Washington Highway			Street Address 695 George Washington Highway		
City Lincoln	State RI	Zip 02865	City Lincoln	State RI	Zip 02865
Director Name Zenon P. Lankowsky			Director Name		
Street Address One CVS Drive			Street Address		
City Woonsocket	State RI	Zip 02895	City	State	Zip
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> AUTHORIZED SHARES					
Number of Shares	Class/Series	Par Value	11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> ISSUED SHARES		
20,000	NO PAR VALUE		Number of Shares	Class/Series	Par Value
			20,000		

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



9 3 6 2 1

93621 DBC 02/06/04 04:11:49 PM

File Date 2.17.04

Check No. 4088434

By: ML

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
Melanie K. Luker

Date

Print or Type Name of Officer

Assistant Secretary
Title of Officer

ProCare

DIRECTORS

Gregory S. Weishar
695 George Washington Highway
Lincoln RI 02865

Zenon P. Lankowsky
One CVS Drive
Woonsocket RI 02895

John M. Buckley
One CVS Drive
Woonsocket RI 02895

OFFICERS

Gregory S. Weishar President
695 George Washington Highway
Lincoln RI 02865

Zenon P. Lankowsky Vice President and Secretary
One CVS Drive
Woonsocket RI 02895

John M. Buckley Vice President, Treasurer and Controller
695 George Washington Highway
Lincoln RI 02865

Jeffrey W. Mittleman Assistant Secretary
One CVS Drive
Woonsocket RI 02895

Thomas S. Moffatt Assistant Secretary
One CVS Drive
Woonsocket RI 02895

Melanie K. Luker Assistant Secretary
One CVS Drive
Woonsocket RI 02895



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003

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

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. *93621* 2. Name of Corporation ProCare Pharmacy, Inc.

3. Street Address Principal Business Office ONE CVS DRIVE ATTN:M. LUKER City WOONSOCKET State RI Zip 02895

4. Business Phone No. 4017703565 5. State of Incorporation RHODE ISLAND 6. SIC Code 0

7. Brief Description of the Character of Business Conducted in Rhode Island
MARKETING, CONSULTATION AND ANALYSIS IN THE FIELD OF PHARMACY.

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

President Name Gregory S. Weishar	Vice President Name Zenon P. Lankowsky, Vice President/Secretary
Street Address 695 George Washington Highway	Street Address One CVS Drive
City Lincoln State RI Zip 02865	City Woonsocket State RI Zip 02895
Secretary Name Melanie K. Luker, Assistant Secretary	Treasurer Name John M. Buckley
Street Address One CVS Drive	Street Address 695 George Washington Highway
City Woonsocket State RI Zip 02895	City Lincoln State RI Zip 02865

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

Director Name Thomas M. Ryan	Director Name Gregory S. Weishar
Street Address One CVS Drive	Street Address 695 George Washington Highway
City Woonsocket State RI Zip 02895	City Lincoln State RI Zip 02865
Director Name Zenon P. Lankowsky	Director Name
Street Address One CVS Drive	Street Address
City Woonsocket State RI Zip 02895	City

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

Number of Shares	Class/Series	Par Value
20,000	NO PAR VALUE	

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

Number of Shares	Class/Series	Par Value
20,000	common	NPV

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



93621 DBC2/2003 FEB 11 10:11 AM
FILED
File Date MAR 21 2003
Check No.
By: [Signature] GAH
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] FEB 25 2003
Signature of Officer Date
Melanie K. Luker
Print or Type Name of Officer
Assistant Secretary
Title of Officer



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. **93621** 2. Name of Corporation **ProCare Pharmacy, Inc.**
3. Street Address Principal Business Office **One CVS Drive Attn: M. Luker/Legal Dept.** City **Woonsocket** State **RI** Zip **02895**
4. Business Phone No. **401-770-3565** 5. State of Incorporation **RHODE ISLAND** 6. SIC Code **0**

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) X FILL IN SPACES BEFORE USING ATTACHMENTS

President Name	Gregory S. Weishar	Vice President Name	Zenon P. Lankowsky
Street Address	695 Geo. Washington Hwy	Street Address	One CVS Drive
City	Lincoln RI 02865	City	Woonsocket RI 02895
Secretary Name		Treasurer Name	
Street Address	Zenon P. Lankowsky	Street Address	John M. Buckley
City	One CVS Drive	City	695 Geo. Washington Hwy
	Woonsocket RI 02895		Lincoln RI 02865

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

Director Name	Thomas M. Ryan	Director Name	Zenon P. Lankowsky
Street Address	One CVS Drive	Street Address	One CVS Drive
City	Woonsocket RI 02895	City	Woonsocket RI 02895
Director Name	Christopher W. Bodine	Director Name	Gregory S. Weishar
Street Address	One CVS Drive	Street Address	695 Geo. Washington Hwy
City	Woonsocket RI 02895	City	Lincoln RI 02865

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

AUTHORIZED SHARES
Number of Shares Class/Series Par Value
20,000 NO PAR VALUE

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

ISSUED SHARES
Number of Shares Class/Series Par Value
20,000 Common 0

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



* 9 3 6 2 1 *

File Date: 3-11-02
Check No.: 2203015
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] 2-21-02
Signature of Officer Date
Melanie Luker
Print or Type Name of Officer **Assistant Secretary**

FOR SECRETARY OF STATE USE ONLY

Title of Officer
5

ProCare

DIRECTORS

Thomas M. Ryan
One CVS Drive
Woonsocket RI 02895

Gregory S. Weishar
695 George Washington Highway
Lincoln RI 02865

Zenon P. Lankowsky
One CVS Drive
Woonsocket RI 02895

OFFICERS

Gregory S. Weishar President
695 George Washington Highway
Lincoln RI 02865

Zenon P. Lankowsky Vice President and Secretary
One CVS Drive
Woonsocket RI 02895

John M. Buckley Vice President, Treasurer and Controller
695 George Washington Highway
Lincoln RI 02865

Thomas S. Moffatt Assistant Secretary
One CVS Drive
Woonsocket RI 02895

Melanie K. Luker Assistant Secretary
One CVS Drive
Woonsocket RI 02895

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. **93621** 2. Name of Corporation **ProCare Pharmacy, Inc.**

3. Street Address Principal Office **One CVS Drive Attn: M. Luker/Legal Dept. City Woonsocket RI State 02895 Zip**

4. Business Phone No. **401-765-1500 x 3565** 5. State of Incorporation **RHODE ISLAND** 6. SIC Code

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

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

President Name Vice President Name

Street Address **Dennis C. Burton Zenon P. Lankowsky**
One CVS Drive One CVS Drive
City **Woonsocket RI 02895 Zip Woonsocket RI State 02895 Zip**

Secretary Name Treasurer Name

Street Address **Zenon P. Lankowsky Larry D. Solberg**
One CVS Drive One CVS Drive
City **Woonsocket RI 02895 Zip Woonsocket RI State 02895 Zip**

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

Director Name Director Name

Street Address **Thomas M. Ryan Zenon P. Lankowsky**
One CVS Drive One CVS Drive
City **Woonsocket RI 02895 Zip Woonsocket RI State 02895 Zip**

Director Name Director Name

Street Address **Larry J. Zigerelli Dennis C. Burton**
One CVS Drive One CVS Drive
City **Woonsocket RI 02895 Zip Woonsocket RI 02895 Zip**

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

AUTHORIZED SHARES
Number of Shares Class/Series Par Value
20,000 NO PAR VALUE

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

ISSUED SHARES
Number of Shares Class/Series Par Value
20,000 common no par value

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



* 9 3 6 2 1 *

File Date: 2/20
Check No.: 1812652
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] 2/15/01
Signature of Officer Date

Melanie Luker
Print or Type Assistant Secretary

Title of Officer

ProCare Pharmacy , Inc.

DIRECTORS

Thomas M. Ryan
Lawrence J. Zigerelli
Dennis C. Burton
Zenon P. Lankowsky

OFFICERS

Dennis C. Burton
200 Poppasquash Road
Bristol RI 02809

President

Zenon P. Lankowsky
4 Francis Farm Road
Harrisville RI 02830

Vice President and Secretary

Larry D. Solberg
228 Freeman Parkway
Providence RI 02906

Vice President and Treasurer

Thomas S. Moffatt
29 Homestead Circle
Kingston RI 02881

Assistant Secretary

Melanie K. Luker
9 Primrose Drive
Cranston RI 02920

Assistant Secretary

Linda M. Cimbron
45 Bridge Street
Warren, RI 02885

Assistant Secretary

Business Address:
One CVS Drive, Woonsocket RI 02895

June 1, 2000

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. **93621** 2. Name of Corporation **ProCare Pharmacy, Inc.**

3. Street Address Principal Business Office **One CVS Drive Attn: M. Luker/Legal Dept. Woonsocket RI 02895**
City State Zip

4. Business Phone No. **401-765-1500 x 3565** 5. State of Incorporation **RHODE ISLAND** 6. SIC Code

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	Dennis C. Burton	Vice President Name	Zenon P. Lankowsky
Street Address	One CVS Drive	Street Address	One CVS Drive
City	Woonsocket RI 02895	City	Woonsocket RI 02895
State	RI	State	RI
Zip	02895	Zip	02895

Secretary Name		Treasurer Name	
Street Address	Zenon P. Lankowsky	Street Address	Larry D. Solberg
City	Woonsocket RI 02895	City	Woonsocket RI 02895
State	RI	State	RI
Zip	02895	Zip	02895

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

Director Name	Charles C. Conaway	Director Name	Zenon P. Lankowsky
Street Address	One CVS Drive	Street Address	One CVS Drive
City	Woonsocket RI 02895	City	Woonsocket RI 02895
State	RI	State	RI
Zip	02895	Zip	02895

Director Name	Daniel C. Nelson	Director Name	Dennis C. Burton
Street Address	One CVS Drive	Street Address	One CVS Drive
City	Woonsocket RI 02895	City	Woonsocket RI 02895
State	RI	State	RI
Zip	02895	Zip	02895

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

AUTHORIZED SHARES	Class/Series	Par Value
20,000	NO PAR VALUE	

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

ISSUED SHARES	Class/Series	Par Value
10,527	Common	no par

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



* 9 3 6 2 1 *

File Date: 4/18/00
Check No.: 1514618
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] 2/15/00
Signature of Officer Date

Melanie K. Luker
Print of Assistant Secretary

Title of Officer

ProCare Pharmacy, Inc.

DIRECTORS

Charles C. Conaway
Dennis C. Burton
Zenon P. Lankowsky
Daniel C. Nelson

OFFICERS

Charles C. Conaway	Chairman and Chief Executive Officer
Larry Niederkohr	Executive Vice President/Chief Operating Officer
Dennis C. Burton	President
Timothy L. Martin	Executive Vice President
Zenon P. Lankowsky	Vice President and Secretary
Francis J. Hall	Vice President
Robert E. Nault	Vice President
Peter F. Pecoraio	Vice President
Michael K. Golub	Vice President
Larry D. Solberg	Vice President and Treasurer
Joseph P. Couture	Assistant Treasurer
Edward J. Sturgeon	Assistant Treasurer
Thomas S. Moffatt	Assistant Secretary
Diane McMonagle Glass	Assistant Secretary
Timothy E. Kramer	Assistant Secretary
Melanie K. Luker	Assistant Secretary
Linda M. Cimbron	Assistant Secretary
Susanne L. Harrod	Assistant Secretary

Business Address:

One CVS Drive
Woonsocket RI 02895

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. 93621		2. Name of Corporation ProCare Pharmacy, Inc.		
3. Street Address Principal Business Office One CVS Drive Attn: M. Luker/Legal Dept.		City Woonsocket	State RI	Zip 02895
4. Business Phone No. 401-765-1500 x 3565	5. State of Incorporation RHODE ISLAND			6. SIC Code
7. Brief Description of the Character of Business Conducted in Rhode Island specialty pharmacy services				
8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS				
President Name Dennis Burton		Vice President Name		
Street Address One CVS Drive		Street Address		
City Woonsocket	Zip RI 02895	City	State	Zip
Secretary Name		Treasurer Name		
Street Address Zenon P. Lankowsky		Street Address Philip C. Galbo		
City Woonsocket	Zip RI 02895	City Woonsocket	State RI	Zip 02895
9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS				
Director Name Thomas M. Ryan		Director Name Charles C. Conaway		
Street Address One CVS Drive		Street Address One CVS Drive		
City Woonsocket	Zip RI 02895	City Woonsocket	State RI	Zip 02895
Director Name		Director Name		
Street Address Daniel C. Nelson		Street Address Dennis Burton		
City Woonsocket	Zip RI 02895	City Woonsocket	State RI	Zip 02895
Director Name		Director Name		
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
100 NO PAR VALUE			100 common	no par value

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



File Date: Feb 19, 99
Check No.: 1114214
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: 2-9-99

Print or Type Name of Officer: Melanie K. Luker
Assistant Secretary
Title of Officer

ProCare Pharmacy, Inc.

DIRECTORS

Thomas M. Ryan
Charles Conaway
Daniel Nelson
Dennis Burton
Zenon P. Lankowsky

OFFICERS

Thomas M. Ryan	Chairman
Charles Conaway	CEO
Dennis Burton	President
Timothy Martin	Executive Vice President
Zenon P. Lankowsky	Vice President/Secretary
Francis J. Hall	Vice President
Robert E. Nault	Vice President
Peter Pecorio	Vice President
Dino DeThomas	Vice President
Joseph Cassick	Vice President
Michael K. Golub	Vice President
Philip C. Galbo	Treasurer
Joseph P. Couture	Assistant Treasurer
Diane McMonagle Glass	Assistant Secretary
Brenna B. Jordan	Assistant Secretary
Michael B. Nulman	Assistant Secretary
Joan C. White	Assistant Secretary
Thomas S. Moffatt	Assistant Secretary
Christine L. Egan	Assistant Secretary
Melanie K. Luker	Assistant Secretary
Maurice Laliberte	Assistant Secretary



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. 93621 2. Name of Corporation ProCare Pharmacy, Inc.
3. Street Address Principal Business Office One CVS Drive Attn: M. Luker/Legal Dept. City Woonsocket State RI Zip 02895
4. Business Phone No. 401-765-1500 x 3565 5. State of Incorporation RI 6. SIC Code

7. Brief Description of the Character of Business Conducted in Rhode Island
pharmacy operation marketing and consulting

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

President Name	Dennis Burton	Vice President Name	
Street Address	One CVS Drive	Street Address	
City	Woonsocket RI 02895	City	
Secretary Name	Zenon P. Lankowsky	Treasurer Name	
Street Address	One CVS Drive	Street Address	Philip C. Galbo
City	Woonsocket RI 02895	City	Woonsocket RI 02895

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

Director Name	Thomas M. Ryan	Director Name	Charles C. Conaway
Street Address	One CVS Drive	Street Address	One CVS Drive
City	Woonsocket RI 02895	City	Woonsocket RI 02895
Director Name	Daniel C. Nelson	Director Name	
Street Address	One CVS Drive	Street Address	
City	Woonsocket RI 02895	City	

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

AUTHORIZED SHARES	Number of Shares	Class/Series	Par Value
	100	Common	0

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

ISSUED SHARES	Number of Shares	Class/Series	Par Value
	100	Common	0

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

File Date: 7-21-98
Check No.: 873651
By: AMF
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 Zenon P. Lankowsky Date 7/14/98
Print or Type Name of Officer Secretary
Title of Officer