

SECRETARY OF STATE'S ANNUAL VERIFICATION REPORT

Due June 30 -- (Corporations must file by this date to avoid bad standing status)

CAUTION READ CAREFULLY - Make check payable to Kentucky State Treasurer - Mail both annual report form and check to BREMER EHRLER, SECRETARY OF STATE, P. O. BOX 1150, FRANKFORT, KY 40602-1150 (502-564-2848).

RECORD #: 50604

DUPLICATE: June 30, 1991

FILING FEE: 15.00

(1) EXACT CORPORATE NAME AND PRINCIPAL OFFICE ADDRESS:

TAYLOR DRUG STORES, INCORPORATED
4010 CRITTENDEN DR.
LOUISVILLE, KY. 40209-1128

(3) STATE OF INCORPORATION:

KENTUCKY

639870

(2) CORRECTED PRINCIPAL OFFICE ADDRESS:

TAYLOR DRUG STORES, INC.
4010 CRITTENDEN DRIVE
LOUISVILLE, KY 40209-1128

(4) DATE OF INCORPORATION OR
CERTIFICATE OF AUTHORITY:

11-05-32

(5) REGISTERED AGENT AND REGISTERED ADDRESS:

WM. H. HARRISON, JR.
4010 CRITTENDEN DRIVE
LOUISVILLE, KY. 40209

A corporation may change its registered office or registered agent by filing a statement of change of office, KRS 271B.5-020 (profit) and KRS 273.184 (non-profit). Forms are available by checking the request block below or writing to the Secretary of State's office.

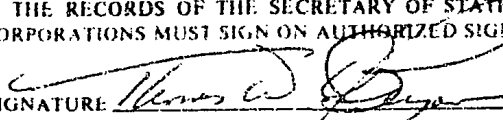
YES, PLEASE SEND FORM

PLEASE TYPE OR PRINT (The annual report will not be accepted for filing if this section is not completed.)

List below names and business address of the corporation's directors and principal officers. If necessary attach a continuation sheet. (If you are the only officer, give your name and address and denote sole officer.)

PRESIDENT	<u>Samuel R. Boulton</u>	<u>4010 Crittenden Dr., Louisville, KY 40209</u>
Sr. VICE PRESIDENT	<u>Thomas W. O'Bryan</u>	<u>4010 Crittenden Dr., Louisville, KY 40209</u>
SECRETARY	<u>" "</u>	<u>" " " "</u>
TREASURER	<u>" "</u>	<u>" " " "</u>
OTHER	<u>Chairman of the Board--Wm. H. Harrison, Jr.</u>	<u>4010 Crittenden Dr., Louisville, KY 40209</u>

I VERIFY THAT THE RECORDS OF THE SECRETARY OF STATE ARE TRUE AND CORRECT AND I AM AUTHORIZED TO SIGN THIS REPORT (ALL CORPORATIONS MUST SIGN ON AUTHORIZED SIGNATURE LINE).

AUTHORIZED SIGNATURE  TITLE Sr. Vice President PHONE (502) 368-6541

PROFESSIONAL SERVICE CORPORATIONS ONLY - KRS 274.105 Requires the names and addresses of all shareholders in addition to the directors and principal officers.

Pursuant to KRS 274.105, I the undersigned, being President of the KRS Chapter 274 corporation, a professional service corporation, do hereby certify that all of the shareholders of the said corporation, not less than one half of the directors, and all officers other than secretary and treasurer, are duly qualified as provided in Chapter 274. (Please use the lines above or attach continuation sheet.)

PRESIDENT'S SIGNATURE _____

TAYLOR DRUG STORES, INC.
DIRECTORS
(continued from first page)

Mrs. Mildred T. Tierney, 493 Lightfoot Road, Louisville, KY 40207

Mrs. Phyllis M. Kirwan, 325 Jarvis Lane, Louisville, KY 40207

Thomas P. Taylor, III, 6 Wickersham, St. Louis, MO 63124

Charles G. Middleton, 2500 Brown & Williamson Tower, Louisville, KY 40202