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**May 02 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



**FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS**

DOCUMENT # 804269 (9)
1. Corporation Name
THE B.F. GOODRICH COMPANY



Principal Place of Business: **3925 EMBASSY PARKWAY AKRON OH 44308-9368 US**
Mailing Address: **3925 EMBASSY PARKWAY AKRON OH 44308-9368 US**

3. Date Incorporated or Qualified: **08/01/1934** 3a. Date of Last Report: **04/29/1996**
4. FEI Number: **34-0252680** Applied For: Not Applicable:
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business: **4020 Kinross Lakes Pkwy., D/0072 Richfield, Ohio 44286-9368**
2a. Mailing Address: **4020 Kinross Lakes Pkwy., D/0072 Richfield, Ohio 44286-9368**

9. Name and Address of Current Registered Agent: **CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324**

10. Name and Address of New Registered Agent: **81 Name: P & CEO Burner, David L. 82 Street Address (P.O. Box Number is Not Acceptable): 4020 Kinross Lakes Parkway Richfield, Ohio 44286-9368 83 City: Richfield, Ohio 84 City: FL 85 Zip Code: 44286-9368**

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS

TITLE	CEO	<input checked="" type="checkbox"/> DELETE
NAME	ONG, JOHN D.	
STREET ADDRESS	3925 EMBASSY PARKWAY	
CITY-ST-ZIP	AKRON OH	
TITLE	EVP	<input type="checkbox"/> DELETE
NAME	TOBLER, D. LEE	
STREET ADDRESS	3925 EMBASSY PARKWAY	
CITY-ST-ZIP	AKRON OH	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	ROLLS, STEVEN G.	
STREET ADDRESS	3925 EMBASSY PARKWAY	
CITY-ST-ZIP	AKRON OH	
TITLE	Ex	<input checked="" type="checkbox"/> DELETE
NAME	BURNER, DAVID L.	
STREET ADDRESS	290 N CLEVELAND MASSILLON RD	
CITY-ST-ZIP	AKRON OH	
TITLE	EVP	<input type="checkbox"/> DELETE
NAME	HEIDER, JON, V	
STREET ADDRESS	3925 EMBASSY PARKWAY	
CITY-ST-ZIP	AKRON OH	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	SHERWOOD, GEORGE K	
STREET ADDRESS	3925 EMBASSY PARKWAY	
CITY-ST-ZIP	AKRON OH	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	P & CEO	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Burner, David L.	
1.3 STREET ADDRESS	4020 Kinross Lakes Parkway	
1.4 CITY-ST-ZIP	Richfield, Ohio 44286-9368	
2.1 TITLE	EVP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	Tobler, D. Lee	
2.3 STREET ADDRESS	4020 Kinross Lakes Parkway	
2.4 CITY-ST-ZIP	Richfield, Ohio 44286-9368	
3.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS	4020 Kinross Lakes Parkway	
3.4 CITY-ST-ZIP	Richfield, Ohio 44286-9368	
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS	4020 Kinross Lakes Parkway	
5.4 CITY-ST-ZIP	Richfield, Ohio 44286-9368	
6.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS	4020 Kinross Lakes Parkway	
6.4 CITY-ST-ZIP	Richfield, Ohio 44286-9368	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *George K. Sherwood* George K. Sherwood, Vice President-Tax Admin. & Asst. Treas. 4-21-97

CR2E034 (9/96)

01/29/1997

Officers
The B.F. Goodrich Company

OFFICERS:

John D. Ong Chairman of the Board
Primary : 4020 Kinross Lakes Parkway
Address : Richfield, OH 44286-9368

David L. Burner Chief Executive Officer
Primary : 4020 Kinross Lakes Parkway
Address : Richfield, OH 44286-9368

President
Primary : 4020 Kinross Lakes Parkway
Address : Richfield, OH 44286-9368

Marshall O. Larsen Executive Vice President
Primary : 250 No. Cleveland-Massillon Rd.
Address : Akron, OH 44334-0501

Jon V. Heider Executive Vice President and General
Counsel
Primary : 4020 Kinross Lakes Parkway
Address : Richfield, OH 44286-9368

D. Lee Tobler Executive Vice President and Chief
Financial Officer
Primary : 4020 Kinross Lakes Parkway
Address : Richfield, OH 44286-9368

Robert L. Avery Vice President
Primary : 11323 30th Avenue West
Address : Paine Field
Everett, Washington 98204

Nicholas J. Calise Vice President - Associate General
Counsel
Primary : 4020 Kinross Lakes Parkway
Address : Richfield, OH 44286-9368

Secretary
Primary : 4020 Kinross Lakes Parkway
Address : Richfield, OH 44286-9368

John J. Grisik Vice President
Primary : 250 No. Cleveland-Massillon Road
Address : Akron, OH 44334-0501

Steven R. Guidry Vice President
Primary : Hwy 1523 Industrial Loop
Address : P. O. Box 527
Calvert City, KY 42029

Gary L. Habegger Vice President - Human Resources
Primary : 4020 Kinross Lakes Parkway
Address : Richfield, OH 44286-9368

Victoria F. Haynes Vice President - Research and Development
Primary : 9921 Brecksville Road
Address : Brecksville, OH 44141

Stephen R. Huggins Vice President
Primary : 250 No. Cleveland-Massillon Road
Address : Akron, OH 44334-0501

Steven G. Rolls Vice President and Controller
Primary : 4020 Kinross Lakes Parkway
Address : Richfield, OH 44286-9368

Les C. Vinney Vice President and Treasurer
Primary : 4020 Kinross Lakes Parkway
Address : Richfield, OH 44286-9368

Steven G. Rolls Assistant Treasurer
Primary : 4020 Kinross Lakes Parkway
Address : Richfield, OH 44286-9368

Jeffrey A. Saxon Vice President
Primary : 9911 Brecksville Road
Address : Brecksville, OH 44141-3247

Ernest F. Schaub Vice President
Primary : 250 No. Cleveland-Massillon Road
Address : Akron, OH 44334-0501

George K. Sherwood Vice President - Tax Administration
Primary : 4020 Kinross Lakes Parkway
Address : Richfield, OH 44286-9368

Primary : 4020 Kinross Lakes Parkway
Address : Richfield, OH 44286-9368
Assistant Treasurer

Mary Ann Tucker Vice President and Associate General Counsel - Patents
Primary : 9921 Brecksville Road
Address : Brecksville, Oh 44141

Primary : 9921 Brecksville Road
Address : Brecksville, Oh 44141
Assistant Secretary

John A. Weaver Vice President
Primary : 9911 Brecksville Road
Address : Brecksville, OH 44141-3247

M. Kevin Ryan Assistant Secretary
Primary : 250 No. Cleveland-Massillon Road
Address : Akron, OH 44334-0501

Alexander C. Schoch Assistant Secretary
Primary : 9911 Brecksville Road
Address : Brecksville, OH 44141-3247

Fredrick D. Zahn General Auditor
Primary : 4020 Kinross Lakes Parkway
Address : Richfield, OH 44286-9368

A. Thomas Young

Director

Primary : 12921 Esworthy Road

Address : No. Potomac, MD 20878