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PROFIT CORPORATION ANNUAL REPORT 1996



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

APPROVED AND FILED

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95 FEB -2 11:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # 815301 (7)

1. Corporation Name
ELF ATOCHEM NORTH AMERICA, INC.



Principal Place of Business Mailing Address
2000 MARKET ST C/O TAX DEPT. PHILADELPHIA PA 19103-222 US

3. Date Incorporated or Qualified 05/27/1961
3a. Date of Last Report 04/19/1995
4. FEI Number 23-0960890 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 2a. Mailing Address
21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
22 City & State 27 City & State
23 Zip Country 28 Zip Country
24 25 29 30

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
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City FL 85 Zip Code

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	P	<input type="checkbox"/> DELETE
NAME	AZOULAY, BERNARD D.	
STREET ADDRESS	2000 MARKET ST	
CITY-ST-ZIP	PHILADELPHIA PA	
TITLE	EVP	<input type="checkbox"/> DELETE
NAME	LEBLANC, ROBERT D.	
STREET ADDRESS	2000 MARKET ST	
CITY-ST-ZIP	PHILADELPHIS PA	
TITLE	EVP	<input type="checkbox"/> DELETE
NAME	REBEILLE, JEAN-CLAUDE	
STREET ADDRESS	2000 MARKET ST	
CITY-ST-ZIP	PHILADELPHIA PA	
TITLE	SVPT	<input type="checkbox"/> DELETE
NAME	COX, DOUGLAS L.	
STREET ADDRESS	2000 MARKET ST	
CITY-ST-ZIP	PHILADELPHIA PA	
TITLE	SVP	<input type="checkbox"/> DELETE
NAME	DELUCA, ANTHONY P.	
STREET ADDRESS	2000 MARKET ST	
CITY-ST-ZIP	PHILADELPHIA PA	
TITLE		<input type="checkbox"/> DELETE
NAME	Please see attached sheet for additional officers & directors	
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1 1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME	
13 STREET ADDRESS	
14 CITY-ST-ZIP	
2 1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
22 NAME	
23 STREET ADDRESS	500001707845
24 CITY-ST-ZIP	-02/06/96--01081--017
3 1 TITLE	****200.00 <input type="checkbox"/> ****200.00
32 NAME	
33 STREET ADDRESS	
34 CITY-ST-ZIP	
4 1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
42 NAME	
43 STREET ADDRESS	
44 CITY-ST-ZIP	
5 1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
52 NAME	
53 STREET ADDRESS	
54 CITY-ST-ZIP	
6 1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
62 NAME	
63 STREET ADDRESS	
64 CITY-ST-ZIP	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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: *[Signature]* Douglas L. Cox 1/ /96 (215) 419-7000
SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (12/95)

May 1, 1995

EXHIBIT A

ELF ATOCHEM NORTH AMERICA, INC.

Directors and OfficersDIRECTORS

<u>Name</u>	<u>Address</u>
Jacques Puéchal	2000 Market St., Philadelphia, PA 19103
René Deleuze	2000 Market St., Philadelphia, PA 19103
Jacques Jaisson	2000 Market St., Philadelphia, PA 19103
Jean-Bernard Lartigue	2000 Market St., Philadelphia, PA 19103
François Perier	2000 Market St., Philadelphia, PA 19103
Michel Perratzi	2000 Market St., Philadelphia, PA 19103
Arsène Schun	2000 Market St., Philadelphia, PA 19103

OFFICERS

<u>Name</u>	<u>Title</u>	<u>Address</u>
Bernard D. Azoulay	President & CEO	2000 Market St., Philadelphia, PA 19103
Robert D. LeBlanc	Executive V.P.	2000 Market St., Philadelphia, PA 19103
Jean-Claude Rébeillé	Executive V.P.	2000 Market St., Philadelphia, PA 19103
Anthony P. DeLuca	Senior V.P.	2000 Market St., Philadelphia, PA 19103
Douglas L. Cox	Senior V.P. & Treasurer	2000 Market St., Philadelphia, PA 19103
Frank B. Friedman	Senior V.P.	2000 Market St., Philadelphia, PA 19103
Andrea E. Utecht	V.P., Secretary & General Counsel	2000 Market St., Philadelphia, PA 19103
Peter T. Bromley	Group President	2000 Market St., Philadelphia, PA 19103
William M. Kraus	Group President	2000 Market St., Philadelphia, PA 19103
F.H. (Mickey) Lauchert	Group President	2000 Market St., Philadelphia, PA 19103
Ronald C. Lawwill	Group President	2000 Market St., Philadelphia, PA 19103
F.N. Rutherford	Group President	2000 Market St., Philadelphia, PA 19103
Michael M. Besso	Vice President	2000 Market St., Philadelphia, PA 19103
G. Bowen-Ashwin	Vice President	2000 Market St., Philadelphia, PA 19103
Joel D. Litow	Vice President	2000 Market St., Philadelphia, PA 19103
Peter J. McCarthy	Vice President	2000 Market St., Philadelphia, PA 19103
Robert M. Rubin	Vice President	2000 Market St., Philadelphia, PA 19103
Elizabeth L. McDermott	Ass't Secretary	2000 Market St., Philadelphia, PA 19103
Walter H. Schumacher	Ass't Secretary	2000 Market St., Philadelphia, PA 19103