

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

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May 15 1997 8:00am
Secretary of State

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| PROFIT CORPORATION ANNUAL REPORT 1997 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
|--|---|---|

DOCUMENT # 815301 (7)

1. Corporation Name
ELF ATOCHEM NORTH AMERICA, INC.



| | |
|--|---|
| Principal Place of Business 2000 MARKET ST C/O TAX DEPT. PHILADELPHIA PA 19103-222 US | Mailing Address 2000 MARKET ST C/O TAX DEPT. PHILADELPHIA PA 19103-3231 US |
|--|---|

| | |
|--------------------------------|------------------------|
| 2. Principal Place of Business | 2a. Mailing Address |
| 21 Suite, Apt. #, etc. | 26 Suite, Apt. #, etc. |
| 22 City & State | 27 City & State |
| 23 Zip | 28 Zip |
| 24 Country | 29 Country |
| 25 | 30 |

| | |
|---|--|
| 3. Date Incorporated or Qualified 05/27/1961 | 3a. Date of Last Report 02/05/1996 |
| 4. FEI Number 23-0960890 | Applied For <input type="checkbox"/> Not Applicable |
| 5. Certificate of Status Desired <input type="checkbox"/> | \$8.75 Additional Fee Required |
| 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> | \$5.00 May Be Added to Fees |
| 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |

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 _____
 Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent's 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 checked="" type="checkbox"/> DELETE |
| NAME | LEBLANC, ROBERT D. | |
| STREET ADDRESS | 2000 MARKET ST | |
| CITY-ST-ZIP | PHILADELPHIS PA | |
| TITLE | EVP | <input type="checkbox"/> DELETE |
| NAME | REBELLE, 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 checked="" type="checkbox"/> DELETE |
| NAME | DELUCA, ANTHONY P. | |
| STREET ADDRESS | 2000 MARKET ST | |
| CITY-ST-ZIP | PHILADELPHIA PA | |
| TITLE | D | <input type="checkbox"/> DELETE |
| NAME | PUECHAL, JACQUES | |
| STREET ADDRESS | 2000 MARKET ST. | |
| CITY-ST-ZIP | PHILADELPHIA PA 19103 | |

| 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | | |
|---|---|--|
| 1.1 TITLE | | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 1.2 NAME | | |
| 1.3 STREET ADDRESS | | |
| 1.4 CITY-ST-ZIP | | |
| 2.1 TITLE | | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 2.2 NAME | | |
| 2.3 STREET ADDRESS | | |
| 2.4 CITY-ST-ZIP | | |
| 3.1 TITLE | | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 3.2 NAME | | |
| 3.3 STREET ADDRESS | | |
| 3.4 CITY-ST-ZIP | | |
| 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 | SVP, Secretary & General Counsel | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 5.2 NAME | Andrea E. Utecht | |
| 5.3 STREET ADDRESS | 2000 Market Street | |
| 5.4 CITY-ST-ZIP | Philadelphia, PA 19103-3222 | |
| 6.1 TITLE | | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 6.2 NAME | | |
| 6.3 STREET ADDRESS | | |
| 6.4 CITY-ST-ZIP | | |

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 express.

SIGNATURE: *[Signature]* Douglas L. Cox 4/28/97 815 418 5000

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ELF ATOCHEM NORTH AMERICA, INC.

DIRECTORS AND OFFICERS

DIRECTORS:

| Name | Address |
|-----------------------|--|
| Jacques Puéchal | 2000 Market Street, Philadelphia, PA 19103 |
| René Deleuze | 2000 Market Street, Philadelphia, PA 19103 |
| Jacques Jaisson | 2000 Market Street, Philadelphia, PA 19103 |
| Jean-Bernard Lartigue | 2000 Market Street, Philadelphia, PA 19103 |
| Francois Perier | 2000 Market Street, Philadelphia, PA 19103 |
| Michel Perratzl | 2000 Market Street, Philadelphia, PA 19103 |
| Arsène Schun | 2000 Market Street, Philadelphia, PA 19103 |

OFFICERS:

| Name | Title | Address |
|-----------------------|---|--|
| Bernard D. Azoulay | President & CEO | 2000 Market Street, Philadelphia, PA 19103 |
| Jean-Claude Rébeillé | Executive V.P. | 2000 Market Street, Philadelphia, PA 19103 |
| Douglas L. Cox | Senior V.P., CFO & Treasurer | 2000 Market Street, Philadelphia, PA 19103 |
| Frank B. Friedman | Senior V.P. | 2000 Market Street, Philadelphia, PA 19103 |
| Andrea E. Utecht | Senior V.P., Secretary & General Counsel | 2000 Market Street, Philadelphia, PA 19103 |
| William M. Kraus | Group President | 2000 Market Street, Philadelphia, PA 19103 |
| F.H.(Mickey) Lauchert | Group President | 2000 Market Street, Philadelphia, PA 19103 |
| Ronald C. Lawwill | Group President | 2000 Market Street, Philadelphia, PA 19103 |
| F. N. Rutherford | Group President | 2000 Market Street, Philadelphia, PA 19103 |
| Peter Bromley | Group President | 2000 Market Street, Philadelphia, PA 19103 |
| G. Bowen-Ashwin | Vice President & Controller | 2000 Market Street, Philadelphia, PA 19103 |
| Robert Pelliciarl | Vice President | 2000 Market Street, Philadelphia, PA 19103 |
| Joel D. Litow | Vice President | 2000 Market Street, Philadelphia, PA 19103 |
| Peter J. McCarthy | Vice President | 2000 Market Street, Philadelphia, PA 19103 |
| Robert M. Rubin | Vice President | 2000 Market Street, Philadelphia, PA 19103 |
| Louis L. Hegedus | Vice President | 2000 Market Street, Philadelphia, PA 19103 |
| Elizabeth McDermott | Assistant Secretary | 2000 Market Street, Philadelphia, PA 19103 |
| Walter Schumacher | Assistant Secretary | 2000 Market Street, Philadelphia, PA 19103 |